

Minutes

Special Meeting on Proposed Amendments to the By-laws of the East Coast Trail Association 2009

7:30 p.m. Monday 10 August 2009
Foran Greene Room, St. John's City Hall

Attendees:

15 Members
3 Non Members
2 Co chairs (Darlene Scott and Randy Murphy, members, non-voting this evening)

Introduction

- Darlene Scott, Secretary of the Board of Directors, chaired the meeting, which she explained was the culmination of a three-month process of accepting proposed amendments from the membership, via the website, plus a review of the proposals by the Board of Directors at the 15 June 2009 meeting.
- A member asked if new amendments would be entertained this evening and Darlene indicated that only the amendments that had been the subject of notice given to the members were up for discussion and decision but that revisions to those proposals, if they were within the spirit of a given proposal, would be acceptable.

Proposed amendments and Voting

1. Proposed by Randy Murphy, and seconded by Geoff Emberley that:

a section, XVI (2). i.e., under the section called Suggestions and Complaints, be added, as per: Any member of the Board of Directors knowingly having a conflict of interest with board business is required to declare the conflict at the earliest opportunity. Board members shall or may determine, by a simple majority vote, whether or not a Board member has a conflict of interest in a matter at hand. A Board member who declares a conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter which is the subject of the conflict.

Discussion: A member suggested that section seven (21) would be a more appropriate place for the addition and there was consensus on that point. **Carried.**
2. Proposed by Randy Murphy, and seconded by Joy Lawrie that:

section III Membership (3) be revised slightly to read: (3). Any person group or organization wishing to become a member of the Association shall make application to the "East Coast Trail Association" in a manner and form as prescribed by the Board of Directors from time to time. **Carried.**
3. Proposed by Randy Murphy, and seconded by Craig Murrin that:

Section XIV 2, which now reads: "2. At the Annual General Meeting, the Board of Directors shall submit a list of nominees for the positions on the Board. Nominations by the membership may be made in writing prior to the meeting or from the floor of the

meeting and when made together with the list submitted by the Board shall then be the list of nominees submitted to the meeting for an election.," be struck and replaced with:
2. The Board of Directors shall conduct a nominations process prior to the AGM to develop a slate of potential nominees from the membership. Nominations by the membership may be made in writing prior to the meeting from the time of the nominations call up to and including seven days prior to the AGM and the slate so prepared shall be the list of nominees submitted to the meeting for an election.

Considerable discussion: Members questioned the purpose of the proposal, which Darlene explained was to compel the issue of bringing forth a slate as opposed to depending on the chance of nominations from the floor. A member suggested this was a policy issue as opposed to a by-laws issue. A member spoke in favour of the proposal because there is risk that a small group of persons could, from the floor of an AGM, gain control of the association. It was suggested that biographies of those who are on a slate be made available to the membership so that they are aware of who they vote for, in advance. **Defeated. A poll of hands was conducted. Ayes: 6 Nays: 10**

4. Proposed by Randy Murphy, and seconded by Tali Smith that:

section V Meetings (5), which reads in part: "Notice of the Annual General or Special Meeting will be given by posting a notice in the local printed news media, and by notice given in writing and through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same word be delivered in the ordinary course of post and in proving such the envelope containing the notice was properly addressed and placed in the post office.," be struck and replaced with: Notice of the Annual General or any Special Meeting will be given by posting a notice in the local printed news media, and by notice given in writing via email where the email address of a member is known, and on the public website of the Association. Any notice shall be deemed to have been given at the time of website publication.

Discussion: there was consensus on an amendment by Robbie Hicks, seconded by Ron Joy, that the wording continue to allow for regular mail notifications when we are unaware of an email address. **Carried, as amended.**

5. Proposed by Randy Murphy, and seconded by Tali Smith that:

Section **III Membership (8)** which now reads: "8. An annual membership fee, if any, shall be determined by the Board of Directors, subject to review by the members at the Annual General Meeting of the Society.," be struck, and replaced with: The Board of Directors shall determine membership fees.

Considerable discussion: A member indicated the board should focus more on recruiting new members and remaining more accountable to the membership rather than less accountable. A board member explained that making the change would assist the board with making progressive and helpful changes to membership status and benefits without being held up. A member suggested the section calls only for a review of fees changes as opposed to ratification. **The motion was defeated: a poll of hands showed nine (9) in favour and six (6) opposed but ratification requires a two-thirds majority vote in favour.** A point of order was raised on whether the issue of a majority pertained to an earlier vote in the meeting but was dropped as the earlier vote had in fact defeated a proposal rather than ratify a change.

6. Proposed by Randy Murphy, and seconded by Ron Joy that:

section III Membership (9) which says: "The annual membership fee shall be paid by each member in advance for any particular year or at the time of the Annual General Meeting., "be struck and replaced with: The annual membership fee shall be paid by each member in advance for any particular year and the membership year runs from April 1st to March 31st of the succeeding year or any other annual date, which may be determined from time to time by the Board of Directors. **Carried.**

7. Proposed by Randy Murphy, and seconded by Craig Murrin that:

the Secretary be empowered between now and the AGM to fix typographical errors and misspelled words in the consolidated version of the by-laws document.

Discussion: Members suggested it be clarified that this is a one-time revision of typographical errors and that the meaning or intent of sections be known and protected. Darlene Scott noted that several persons have agreed to assist with proofreading and indicated she would, if necessary, contact the person who had prepared the original document 15 years ago. **Carried.** Three member volunteers, two present tonight, have agreed to assist Darlene Scott with proofing the document for fixing typographical errors.

Adjournment

- Darlene noted that the minutes of the meeting and the amended version of the by-laws would be posted at www.eastcoasttrail.com and that if amendments need to be submitted to the province, this too will be done prior to the AGM.
- The meeting adjourned at nine o'clock p.m. with an invitation to attend the AGM on 14 September 2009.

Respectfully Submitted



Darlene Scott
Secretary Board of Directors
East Coast Trail Association