

SOCIETY OF GRASSLANDS NATURALISTS BOARD MEETING
Special Meeting on Bylaws Revisions
20 April 2023 4:00 pm
Hosted by Paul Thibault via Zoom

1. Call to Order 4:03 PM.

Members present: Hugh Armstrong, Linda Fisher, Phil Horch, Martha Maudsley, Sheila McLeod, Paul Thibault, Angela Turner and Ian Turner.

2. Bylaws definition clauses 2.13 and 2.14

Clause 2.13: Virtual Meeting: A Society Meeting held via video telecommunication.

Clause 2.14: Hybrid Meeting: A Society Meeting where Members can attend in person or via telecommunication.

Concerns are raised concerning the term 'telecommunication' as it may imply telephone communication and does not take into account newer technologies. Three alternate descriptions are considered:

1. internet video communication
2. information technology
3. teleconferencing

Two main factors are considered in selecting the most appropriate option:

1. The term should be sufficiently broad to accommodate future technologies that may not be known at this time.
2. The clause should allow voting by voice alone while ensuring that the speaker can be identified.

After discussion, the following clauses are adopted:

Clause 2.13: Virtual Meeting: A Society Meeting held using information technology with verifiable identity.

Clause 2.14: Hybrid Meeting: A Society Meeting where Members can attend in person or using information technology with verifiable identity.

3. Bylaws Clause 3.1.4: Expulsion of a Member

Three options for this clause are considered:

1. A Member or Membership owner may be expelled by the Board with a 2/3 majority vote. Grounds for expulsion include, but are not limited to, behaviour that is not consistent with these bylaws and the Society's objectives.
2. A Member or Membership owner may be expelled by the Board with a 2/3 majority vote for any cause which the Society may deem reasonable.

3. A Member or Membership owner may be expelled by the Board with a 2/3 majority vote for actions or behaviour that are considered to bring the Society into disrepute.

Options 1 or 2 seems most appropriate. Some factors that are considered in the decision include:

1. The clause should be general enough to address a wide variety of possible scenarios and reasons for expulsion.
2. The clause should avoid arbitrary expulsion for differences in opinions on an issue.

The second option is adopted taking into account that details of the expulsion process should be included in the Policies and Procedures. This would include how the membership is informed of the Board's intent to expel a member.

4. Bylaws Clause 4.1: Board - Number of Directors at Large

It was decided at the previous Board meeting to allow a maximum of five Directors at Large.

The following new clause is therefore adopted:

4.1 The Board of Directors may consist of the Executive Officers, the Past President and a maximum of five Directors at Large. The minimum requirement for the Board shall consist of three Directors.

5. Bylaws Clause 4.5.3: Expulsion of an Executive Officer

The following clause is adopted to address an inconsistency in the previously suggested clause.

4.5.3 An Executive Officer may be removed from the Board at a General Meeting by two thirds of the Society Members. Removal of an Executive Officer shall require notice of motion in a Society Announcement at least one month prior to the Membership vote.

6. Bylaws Clause 4.5.4: Expulsion of a Director that is not an Executive Officer

It is believed that a 2/3 majority should apply for such a serious matter. The following clause is therefore adopted:

4.5.4 A Director that is not an Executive Officer may be removed from the Board by a 2/3 majority vote of all the Directors.

7. Bylaws Clause 10.1 Insurance

A typo is corrected. The following edited clause is adopted:

10.1 The Society shall maintain insurance coverage to make a best effort to help protect its Directors, and other people specified as insured in the insurance policy(ies), from liability associated with Society activities.

8. Adjournment 4:38 PM