

OHHA 2021 AGM – PROPOSED CHANGES TO BY-LAWS

	Current Provision	Proposed Provision
5 – Directors	The business of the Association shall be governed by a Board of Directors (“BOD”) elected by a show of hands or by written secret ballot at the Annual General Meeting of the Association (“AGM”). The BOD shall consist of no less than five (5) and no more than fifteen (15) Directors.	The business of the Association shall be governed by a Board of Directors (“BOD”) elected by a show of hands, electronic vote or by written secret ballot at the Annual General Meeting of the Association (“AGM”). The BOD shall consist of no less than five (5) and no more than fifteen (15) Directors.
5 - Officers	Elected Officers and Directors of the Association shall serve a term of two (2) years from the date they are elected. New or returning Directors must be elected at an AGM. Vacancies due to the resignation of Officers and/or Directors may be filled by appointment of an Association member by the BOD until the following AGM.	Elected Officers and Directors of the Association shall serve a term of two (2) years from the date they are elected. New or returning Directors must be elected at an AGM. Vacancies due to the resignation of Officers and/or Directors may be filled by appointment of an Association member by the BOD until the following AGM. Each director is required to be a member of at least one standing committee or other ad hoc committee.
8 – Role of Immediate Past President	The immediate Past President shall assist the BOD in the performance of its duties and shall attend as many BOD meetings as possible and stand for election as a Director if possible, to ensure the continuity of the objects and purposes of the Association.	The immediate Past President shall assist the BOD in the performance of its duties. Should the immediate Past President choose to play an active role on the BOD, he/she is subject to the same rules as any other board member noted in these by-laws and the OHHA Code of Conduct and may stand for election as a Director, to ensure the continuity of the objects and purposes of the Association.
9- Removal of Directors and Officers Prior to the Expiration of Their Two Year Term	If in the opinion of two thirds (2/3rds) of the members of the BOD present in person or by written proxy at a regular or Special Meeting of the BOD, an Officer and/or Director has not adhered to the objects and/or purposes of the Association, then by a two thirds (2/3rds) vote at the meeting, the Officer or member of the BOD may be removed prior to the expiry of his/her two (2) year term.	If in the opinion of two thirds (2/3rds) of the members of the BOD present in person or by written proxy at a regular or Special Meeting of the BOD, an Officer and/or Director has not adhered to the objects and/or purposes of the Association, then by a two thirds (2/3rds) vote at the meeting, the Officer or member of the BOD may be removed prior to the expiry of his/her two (2) year term.

OHHA 2021 AGM – PROPOSED CHANGES TO BY-LAWS

	<p>The Officer and/or Director shall immediately turn over all materials relating to the OHHA in his/her possession to the BOD and the BOD shall take all necessary steps to remove the name of the departing Officer and/or Director from the website of the Association and any other places which indicate that he/she represents the Association.</p>	<p>Officers and Directors are expected to actively participate in the business of the BOD and attend the AGM. The board will determine at its discretion the number of regular BOD meetings per year. Should any director or officer be absent for more than 70% of the regularly scheduled meetings, or miss attending the AGM, they shall forfeit their position, unless the absences are due to extenuating circumstances approved by the President.</p> <p>The Officer and/or Director shall immediately turn over all materials relating to the OHHA in his/her possession to the BOD and the BOD shall take all necessary steps to remove the name of the departing Officer and/or Director from the website of the Association and any other places which indicate that he/she represents the Association.</p>
<p>10 – Independent Examination of the Financial Statements</p>	<p>If at any meeting of the BOD, 2/3rds of the Directors present in person or by written proxy, or 2/3rds of the members of the Association present in person at a Special Meeting or the AGM, request an Independent Examination of the Financial Statements of the Association, the Treasurer shall arrange to have such audit prepared and presented at the next available meeting of the BOD, or at a Special Meeting called for that purpose.</p>	<p>If at any meeting of the BOD, 2/3rds of the Directors present in person or by written or electronic proxy, or 2/3rds of the members of the Association present in person at a Special Meeting or the AGM, request an Independent Examination of the Financial Statements of the Association, the Treasurer shall arrange to have such audit prepared and presented at the next available meeting of the BOD, or at a Special Meeting called for that purpose.</p>
<p>12 - Committees</p>	<p>Committees may be appointed from time to time by the BOD. in good standing of the Association. The appointed chairperson may select committee members from among the general membership of the Association. Such committees shall only have the authority conferred upon them by the BOD and shall act only in accordance with such authority.</p>	<p>The BOD will establish standing committees and any other ad hoc committees as required to ensure consistent operations of the objects and purposes of the Association. These standing committees include Infrastructure, Events, Communication, Governance and Membership. The BOD may add or remove these standing committees and ad hoc committees at its discretion.</p>

OHHA 2021 AGM – PROPOSED CHANGES TO BY-LAWS

		<p>The Chairperson of standing committees will be appointed by the BOD and shall be a board member. The Chairperson of any ad hoc committees will be appointed by the BOD and may include members in good standing of the Association. All committees, both standing and ad hoc, must include at least one board member. Such committees shall only have the authority conferred upon them by the BOD and shall act only in accordance with such authority.</p>
<p>13- Fiscal Year and Membership Fee</p>	<p>The Membership Fees of the Association shall be set by the BOD and ratified at the AGM. Upon payment of the Membership Fees, each member of the Association shall receive a membership card as evidence of such paid up membership. Memberships can only be sold by persons designated by the BOD.</p>	<p>The Membership Fees of the Association shall be set by the BOD and ratified at the AGM. Upon payment of the Membership Fees, each member of the Association shall receive an email confirmation from an official OHHA address as evidence of such paid up membership. Memberships can only be sold by persons designated by the BOD.</p>