

Woodsworth Housing Co-operative Inc.

A BY-LAW TO AMEND THE ORGANIZATIONAL BY-LAW #83

ORGANIZATIONAL AMENDING BY-LAW # 87

Passed by the Board of Directors on September 17, 2024

Confirmed by the members on <date> with a two-thirds majority

The purpose of this By-law is to amend the Organizational By-law to deal with electronic attendance at meetings and other things. The Organizational By-law (By-law No. 83) is amended in the following ways:

Article 2: *Membership*

1. *Section 2.3(b) (Applying for Membership – Signing Application) is amended by inserting the following at the end of paragraph (b):*

The board or staff may permit electronic signature or delivery in unusual cases.

2. *Section 2.4(b) (Financial Responsibility – Applicants with credit problems) is amended by inserting the following at the end of paragraph (b):*

Replace: Schedule D is a form that can be used.

With: Schedule D (Co-signer Agreement) is a form that can be used.

Article 4: *Holding Members' Meetings*

3. *Article 4 is amended by amending sections 4.3 (C and D) and deleting section 4.4 and inserting new section 4.4 as follows:*

4.3 Quorum at Members' Meetings

- (c) **Continuing the meeting at a later time**

ADD:-If the members who are present do not vote to continue the meeting, the meeting is called off.

(d) **REPLACE: Quorum at continued meeting**

WITH: Sections 4.3(a) and (b) apply to the continued meeting, but the quorum for that meeting will be ten percent of the members.

4.4 REPLACE (a) and (b) with: Attendance by Non-Members with the following:

(a) **Non-members**

The board can invite non-members to attend members' meetings. In addition, the chair can permit non-members to attend a members' meeting. Permission can be withdrawn by the chair (including permission given by the board). The members at the meeting can reverse decisions about permission.

(b) **Evictions in process**

Membership ends on the termination date in an eviction decision or at the end of the notice period under a performance agreement or conditional eviction. See the Occupancy By-law section 16.2(a) (Membership Rights on Eviction—When Membership Ends). After membership ends, former members are not evicted until after the procedure in court or at the Landlord and Tenant Board of if they vacate the unit. Despite the Occupancy By-law, former members can apply to the board for permission to attend members' meetings as guests. If the board gives permission, sections 4.4(a) and (c) apply.

(c) **Speaking**

Non-members can speak at members' meetings only if the chair gives them permission. The members at the meeting can reverse permission to speak.

(d) **Manager**

The board should usually arrange for the manager to be present at members' meetings to answer questions and explain things.

Article 6: *Member Control*

4. *Section 6.6 (Requirements for All Requisitions) is amended by inserting the following after the second bulleted paragraph:*

- **Confidentiality:** The board may distribute copies of the requisition, but will not disclose the names and addresses of the persons who signed.

5. *Section 6.6 (Requirements for All Requisitions) is amended by inserting the following at the end of the last bulleted paragraph:*

The board must put an item on the agenda for the next members' meeting if it was requisitioned under Section 71 of the *Co-op Act*.

Article 9: Role of the Board of Directors

6 Article 9 (a) is amended by deleting the second bullet (call members' meetings and present an agenda to the members) and replacing it with the following two bullets points:

- call members' meetings and decide about electronic attendance
- present an agenda to the members

Article 11: Board Procedures

7. Section 11.3 (Phone Meetings) is amended by deleting the words "hear each other." and inserting:

communicate with each other simultaneously and instantaneously.

8. **Numbering changes:**

- | | |
|-------------------------------|---|
| Change 11.4 to section 11.5 | Board polls |
| Change 11.5 to section 11.6 | Chair for Board meetings |
| Change 11.6 to section 11.7 | Voting at Board meetings |
| Change 11.7 to section 11.8 | Procedure |
| Change 11.8 to section 11.9. | Members, Staff and Guests at Board meetings |
| Change 11.9 to section 11.10. | Minutes of Board meetings |

9 Insert a new section 11.4 Resolutions in Writing

The directors can pass a motion by signature (except a motion to end a member's membership and occupancy rights). The motion must be in writing and signed by all directors. Signature can be in person, by e-mail of a scanned document or through an electronic signing service. Resolutions or motions passed in this way will be included with the minutes of the next board meeting. The same confidentiality requirements apply as if the matter came up at a board meeting.

ADD bolded TO 11.5 Board Polls

(a) **Effect of board poll**

ADD to the end of the paragraph- "**or all directors sign a resolution in writing to confirm it.**"

(c) **Acting on board poll**

ADD: "**• the result of the board poll is confirmed by a resolution signed by all directors under section 11.4 (Resolutions in Writing), or**"

Article 12: *Early Ending of Directors' Terms*

10. Article 12 is amended by deleting section 12.3 and inserting a new section 12.3 as follows:

12.3 Vacancies

(a) **When members do not elect enough directors**

When the members do not elect the full number of directors at an election meeting, the board can appoint a qualified person to fill the vacancy. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointee must be confirmed as director by member vote at the meeting. If they are not confirmed, an election meeting will be called to fill the position. The appointee will no longer act as director but may run in the election.

(b) **If no board quorum**

If there is a vacancy and the board no longer has a quorum, the remaining directors must appoint or serve as an election committee. Article 8 (Board Elections) will apply. The remaining directors must call a members' election meeting as soon as possible after the nomination deadline to elect directors to serve the rest of the terms of the former directors.

(c) **If meeting not called**

If the remaining directors do not call the members' meeting under the previous paragraph, (b - if no board quorum) then any member can call the meeting. The meeting must permit electronic attendance. At the meeting the members elect directors to serve the rest of the terms of the former directors. Candidates must be nominated from the floor and seconded. Section 5.3 (d) (Voting – Secret Ballot) applies.

(d) **When the members remove a director**

When the members remove one or more directors, they can elect any qualified person for the rest of the term of the former director. They can do this only if the meeting permits electronic attendance. Candidates must be nominated from the floor and seconded. Section 5.3(d) (Voting – Secret Ballot) applies. If they do not elect a replacement, the board can appoint a qualified person to fill the vacancy. If the board no longer has a quorum, paragraphs (b) and (c) of this section will apply.

(e) **When vacancies occur for any other reason**

When there is a vacancy on the board and the previous paragraphs of this section don't apply, the board can appoint a qualified person for the rest of the term of the former director. The appointment of the director takes effect immediately, but the appointment must be put on the agenda for the next members' meeting.

The appointee must be confirmed as director by member vote at the meeting. If they are not confirmed, an election meeting will be called to fill the position. The appointee will no longer act as director but may run in the election.

Article 16: *Staffing*

11. *Section 16.4 (Staff Information) is amended by deleting paragraphs (d) and (e) and inserting the following:*

16.4 Staff Information

Detailed review by new officers

In (d) REMOVE struck-through words in (d) “for the last year”

“Within thirty days after they are elected, the president, the treasurer and any other officer designated by the board, will review the complete co-op file ~~for the last year~~ on all staff.”

ADD (e) Backup copies

The manager will prepare a list of all passwords, e-mail addresses and similar electronic data and ensure that a copy is given to the co-op’s lawyer or auditor.

Article 17: *Committees*

12. *Section 17.4 (Role of Committees) change “annually” to “quarterly” and insert the following sentence after the word “quarterly”:*

ADD: Minutes of committee meetings should be copied to the office for review by the board and for historical reference.

Article 18: *No Payment of Directors and Officers*

13. *Article 18 is amended by deleting section 18.6 and inserting a new section 18.6 as follows:*

ADD 18.6 One Year Gap

One year must pass after someone is a director or officer before that person or any of their relatives or household can be paid by the co-op or receive an honorarium from the co-op. This includes being a temporary or permanent employee or contractor or paid member of an on-call or other committee.

Article 19: *Conflict of Interest*

14. *Section 19.3 (What is Conflict of Interest?) is amended by replacing the word “benefits” in the second bulleted paragraph with the word:*

“affects”

Article 20: Confidential Information

15. Section 20.6 (Access to Personal Files and Accounts) is amended by adding paragraph (f) as follows:

(f) **Staff, Board and committee access to member files**

Co-op staff can see members' personal files only as necessary to perform their duties for the co-op. Directors and committee members can see members' personal files only as authorized by a board decision or as presented at a board meeting by staff (such as considering prior history of arrears or complaints when necessary).

Article 21: Confidentiality Situations

16. Reword the second from last sentence of 21.1 (C) from "A board motion is required to allow a director to see confidential minutes from a previous board term." to say: "Directors cannot see confidential minutes for meetings that occurred before the director's current terms unless authorized by the board."

17. Section 21.2 (No Taping of Meetings) is amended by changing the title to the following:

21.2 No Recording of Meetings

18. Section 21.2(a) (Recording Co-op Meetings) is amended by changing the last five words "conference phone or other equipment" to:

conference phone, electronic or other equipment.

19. Section 21.4 (Incidents) is amended deleting paragraph (b) (Disputes between Members) and inserting

REPLACE with the following due to different order of same text.

(b) **Disputes between members**

Paper, electronic and other records may be requested by someone who is having a dispute with someone else. If the records show information about someone who is not involved in the dispute, they will not be shown without that person's written consent unless the relevant information can be deleted.

The following additional points will apply:

- The records will be kept if the manager is given notice that they may be needed.
- If both sides consent in writing, records may be reviewed by those involved or their lawyers or representatives.

- A member can submit a written request to the board to see the records. If the board decides to permit this, the records will be available to people on both sides of the dispute.
- Despite the above, the records will be shown or delivered in obedience to any subpoena or court order.

Article 24: Financial

20. *Paragraph 24.1(a) (Major Commitments — When member approval is needed) is amended by deleting the last bulleted paragraph and inserting:*

- entering into any agreements or commitments with a term of ten years or more, or where the other party can renew the term so the total is more than ten years.

21. *Paragraph 24.1(b) (Major Commitments — When member approval is not needed) is amended by deleting the second-last bulleted paragraph and inserting:*

- entering into any agreements or commitments that can only continue for less than ten years (including renewals)

22 *Section 24.1 (Major Commitments) is amended by inserting a new paragraph (e) as follows:*

(e) Adjusting items in housing charges

Despite the Occupancy By-law, the items that are included in housing charges or not included in housing charges can be changed by a vote of the members at a general meeting. There should normally be a separate motion approving the change even though it may also be stated in the budget materials.

23. *Section 24.2 (Approval Process) is amended by deleting paragraph 24.2(a) (How member approval is given) and inserting:*

(a) How member approval is given

Member approval for Major Commitments has to be given by a resolution passed by the members by a two-thirds majority vote at a members' meeting. Member approval is needed for the action, but not necessarily to the specific documents required for the action.

Article 26: Giving Notices

24 *The Organizational By-law is amended by adding Article 26.2 (e) and replace 26.3 (c) and add 26.3 (d)*

ADD: 26.2 (e) Delivery by electronic mail

The following types of notices and documents can be delivered to members by e-mail if the member has consented under paragraph (d):

- notices of members' meetings, agendas and documents to be presented or discussed at a meeting
- notices about the co-op, the co-op property or co-op activities that the board or staff decides to send to all members or a large portion of the membership (such as all members on a floor)
- notices personal to a member or responses to e-mails from a member.

26.3 Notices to Co-op

REPLACE WITH (c) Electronic mail

Section 1.5(c) (Electronic Notices and Documents) states rules about when notices and documents can be signed or delivered electronically. Members can sign or deliver those documents to the co-op by e-mail at an address set by the co-op. They are considered delivered at the time of sending.

ADD NEW (d) Exceptions

The following are some examples of documents that may *NOT* be signed or delivered electronically unless a by-law says something else:

- credit check authorizations
- occupancy agreements, including all attachments, schedules and appendices
- statements of income and household composition, as applicable
- co-signer or guarantee agreements
- long-term guest agreements
- sub-occupancy agreements
- requisitions or petitions
- Directors' Ethical Conduct Agreements, Confidentiality and Conflict of Interest Agreements
- consents to serve as Director or any similar documents such as nomination forms
- confidential information complaints
- human rights complaints
- other complaints under co-op by-laws.

Schedule A: Rules of Order

Rule 3: Speaking

25 *The first sentence of the Comment on Rule 3 of Schedule A to the Organizational By-law is changed to:*

Comment: All those who want to speak should raise their hands or indicate through an electronic message.

Rule 9: Unacceptable Behaviour

26 *Rule 9 is deleted and the following is inserted:*

1. **Vote of members:** If a member's behaviour is unruly or inappropriate in a significant way that interferes with the conduct of a meeting, the member may be ejected from the meeting or **disconnected electronically by vote of the members present.** There is no discussion or debate. A simple majority is needed.
2. **With or without motion:** The chair can put the question to the members without a motion. A motion can also be made by anyone who is speaking on a motion or amendment, but only if the chair permits it. The motion needs a seconder.
3. **Refusing to leave meeting:** If a member does not leave the meeting after a motion has been passed to eject the member and cannot be disconnected electronically, the member will be considered in breach of the Organizational By-law. Repeated breaches are grounds for eviction under the Occupancy By-law. In addition, the chair or the meeting may take any other measures that are appropriate to remove the member from the meeting.

Schedule C: Director's Ethical Conduct Agreement

27. *Paragraph 1 is deleted and the following is inserted:*

1. I am at least 18 years old, am not bankrupt or incapable of managing property under the *Substitute Decisions Act*.

28. *Paragraph 6 is deleted and the following is inserted:*

6. I will always give the board any information requested by the board. I will return confidential papers to the co-op when requested. I will delete confidential materials from my computers and electronic devices when requested. When I am no longer on the board, I will return all co-op papers and property to the co-op and I will delete confidential materials from my computers and electronic devices.