

NOTICE OF MOTION

TO: WUSA Annual General Meeting Assembly
FROM: Nick Pfiefler
DATE: March 13, 2024
RE: Clarification of the Officer // Director Dichotomy

ISSUE:

It is unclear whether Elected Officers (Vice-President and President) must first be elected to the role of Director before becoming an Officer or not. This is not how students conceptualize these roles, and the By-Laws should be clarified.

DETAILS:

Students have an expectation that while the Vice-President and President serve the role of Directors, they expect them to primarily act as Officers. If they were first expected to become Directors, one might reasonably expect that the Vice-Presidential and Presidential elections should occur after first electing a Board of Directors, and that the candidates for these roles must strictly come from the Board of Directors already elected. This is not how we operate, and would result in an 11 (eleven) person Board of Directors. Clarification of the process is beneficial and keeps to the intent of the By-Laws per my understanding of them.

Section 9 is non-descript about the process, but Section 7 implies that Officers are ratified without needing to first become Directors.

RECOMMENDATION / MOTION:

WHEREAS, The bylaws at current read:

9.01(a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting.

(i) a President and a Vice-President, elected by the Members, who shall be Directors of the Corporation;

(ii) an Executive Director; and

(iii) a Secretary.

... *Section 9 continues, but is not pertinent to the motion.*

AND WHEREAS, This does not clarify whether the Elected Officers are Officers first or Directors first, only stating that they are both.

AND WHEREAS, It is made clear to students through the election process that the roles of Vice-President and President are distinct from those of Directors, being a separate portion of the ballot, and having duties and responsibilities distinct from those of Directors.

AND WHEREAS, It may be important to fill vacant Officer positions (not only those of Elected Officers) during other times of year, and the above text disallows for mid-year replacements even in the case of emergency, without wide sweeping repercussions.

AND WHEREAS, an Annual Meeting is equivalent in authority to a Special Meeting of the Members [what students know of as a General Meeting], but lacks flexibility, and impedes the operation of the Board of Directors in managing the Officer roles and responsibilities

AND WHEREAS, the proposed changes do not interfere with Section 7.02 “Meeting Following Annual Meeting” of the By-Laws, still allowing for the ratification of Officers following normal Election cycles, and, per the *Ontario Not-For-Profit Corporations Act, 2010 Section 42 “Officers”*, continue to allow for our By-Laws to specify how we choose to appoint Officers

AND WHEREAS, adding the clarification that Elected Officers gain the status of Director Ex-Officio (meaning by virtue of their office) concurs with the implications of Section 7, without requiring Officers to also stand for election as Directors.

BE IT RESOLVED THAT the Assembly authorizes board to instruct the lawyers to amend Section 9 of the By-Laws to read:

9.01(a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following [a Special Meeting](#), or an Annual meeting.

(i) a President and a Vice-President, elected by the Members, who shall be Directors of the Corporation [Ex-Officio](#);

... *(end of amended section)*

MOVER: Nick Pfiefler

ATTACHMENT: N/A