



# PROPOSED BY-LAWS AMENDMENTS

National Association of  
Japanese Canadians (NAJC)

Presented 3 November 2019

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## SUMMARY

The following report outlines the proposed amendments to the By-Laws of the National Association of Japanese Canadians (NAJC). These proposals are based on analysis by the NAJC Constitution and Resolutions Committee in consultation with the NAJC Executive Director and relevant NAJC Committees, including the Nominations Committee and the Membership Committee. This report outlines the two categories of proposals: 1) *non-substantive changes* that are editorial, grammatical or formatting and do not have impacts on the structure or functioning of the NAJC; and 2) *substantive changes* with impacts on the structure or functioning of the NAJC. It also includes a timeline for key actions for approvals. Two annexes include drafts motions separated into substantive and non-substantive changes (containing proposed amendments and corresponding rationales). The report also contains recommendations for possible future By-Laws or procedural changes.

## CONTEXT

The most recent amendments to the NAJC By-Laws were passed on September 9, 2016. Revamping the NAJC's By-Laws can help enhance the NAJC's credibility both within and outside our community by having articulate, accessible and clear rules in place. This review of the By-Laws aims to help increase transparency in the NAJC's work and help the NAJC achieve its current priorities. An enhanced culture of openness and transparency can help boost the NAJC's credibility and make the NAJC's work more accessible by helping insiders and outsiders better understanding how the NAJC works. This review also provides the opportunity for engagement with stakeholders in the community and is an important step to ensure wider buy-in and ownership via an inclusive process of consultations with the NAJC National Executive Board (NEB) and NAJC National Council.

In the time since adoption of the previous amendments in September 2016, the NAJC has experienced a number of structural challenges that have prompted a honed and critical look at the NAJC's organizational framework. In particular, nomination and election processes came under a high degree of scrutiny in the lead up to the September 2018 NEB elections. In this regard, "conflict of interest" issues arose as a prominent debate during the 2018 Annual General Meeting (AGM) and have prompted the Constitution and Resolutions Committee to take a serious look at provisions in the NAJC By-Laws to ensure that the rules are clearly outlined and understood by the NAJC Membership. Further discussions have focused on Membership categories, requirements of Member Organizations, and disciplinary measures against Members, including individual members. Other issues have surrounded inconsistencies surrounding term lengths of elected and appointed NEB members, Committee members, and other appointed officers. Additionally, suggestions from past NEB members have focused on ensuring that NAJC Committee Chairs have greater control over the composition of Committees.

Additionally, the By-Laws may need to be updated to reflect new options for holding NAJC meetings, as communications technologies enable virtual meetings as viable alternatives, and seeing as physical meetings are increasingly costly undertakings given rising transportation costs. Though there is a continued demand for and clear value in having face-to-face conferences, AGMs have been not only been challenging to organize, but also difficult to complete all NAJC business in the available time. Indeed, the NAJC is now able to cheaply and easily connect virtually through "Zoom" videoconferencing and prompted the decision to hold the first virtual AGM in September 2019.

This context stands as the background against which the NAJC Constitution and Resolutions Committee has examined the By-Laws, and provides a general outline as to why some of these changes are required to ensure that the NAJC's governance remains current, transparent and fit-for-purpose in order to help the NAJC accomplish its overarching objectives and better serve the Japanese Canadian community.



## TIMELINE

The NAJC Constitution and Resolutions Committee presented the NAJC By-Laws amendments to the NEB by Nov 15, 2019 at the latest. Based on feedback from the NEB, these amendments will then be adjusted. By mid-December, the proposed By-Laws amendments will be sent to the NAJC Membership for review and consideration as Notice of Motions; a Special General Meeting will be called for on March 14, where the amendments will be voted on.

In order to allow for the NAJC Membership (via the National Council) to evaluate these proposed amendments, a “Question & Answer” session will be held in January 2020 by the Constitution and Resolutions Committee via Zoom in order to clarify the rationale for such amendments. Based on feedback from this session (in addition to the possibility of written submissions for those unable to attend), the amendments can be altered based on feedback in advance of the Special General Meeting of the NAJC Membership, per Rules of Order.

*(NOTE: Though this was a practice employed in the past, motions coming from the floor during past NAJC meetings may result in unforeseen consequences if modifications to the By-Laws are not adequately researched. As a result, amended motions may need to be tabled until a subsequent meeting of the Membership.)*

This will then be followed by the hosting of a Special General Meeting of the NAJC Membership to pass the By-Laws and to allow the Nominations Committee time to process changes prior to the next election. This assumes that the NAJC AGM in 2020 will be held in Edmonton, Alberta no earlier than September 11, 2020. This is based on the following timelines:

- Nov 15, 2019** Present By-Laws amendments to NEB for consideration and review and allow one month for discussion, feedback and adjustments
- Dec 15, 2019** Send Notice of Motions containing proposed By-Laws amendments to membership for review and consideration, and call Special General Meeting for Mar 14, 2020 to vote on amendments
- Jan 15, 2020** Hold a “question & answer” session via zoom to answer questions from NAJC membership on the proposed amendments
- Mar 14, 2020** Latest possible date for special meeting to pass By-Laws amendments, to allow Nominations Committee one month to make appropriate amendments to nomination related documents
- Apr 14, 2020** Nomination papers need to be sent out to the membership
- Sep 11, 2020** Earliest expected date of AGM if it is to be held in conjunction with an Edmonton Conference



## OVERVIEW OF PROPOSALS

The proposed NAJC By-Laws amendments have been divided into two categories: 1) non-substantive changes, and 2) substantive changes. *(NOTE: blue underlined words are clickable links for ease of navigating this document. Click the NAJC logo at the top of each page to return to the table of contents.)*

### 1) NON-SUBSTANTIVE CHANGES

[Annex 1](#) of this document contains proposed Motion #1, comprised of 57 proposed amendments to the By-Laws that do not have implications in changing the substance of the By-Laws. These are broken down by category and are listed in order of the section or sections they modify. They are straightforward changes that address obvious inconsistencies, spelling errors, formatting, or are technical updates. The Constitution and Resolutions Committee has recommended these without the need for NEB review, and are grouped into the following categories:

- [Formatting](#) - issues with formatting have been resolved, ensuring consistency of spacing between paragraphs, paragraph numbering, and other such superficial changes to enhance the flow and layout of the By-Laws.
- [Consistency](#) - corrections made to address inconsistencies, including terminology (e.g. “Executive Board” vs. “National Executive Board”) that do not substantively alter the meaning or interpretation of any of the By-Laws.
- [Spelling and grammar](#) - spelling errors have been corrected, without changes that alter the substance of the By-Laws.
- [Technical updates](#) - only one, which reflects the new legal name for Metro Vancouver, which changed in 2017.

### 2) SUBSTANTIVE CHANGES

[Annex 2](#) of this document contains all proposed amendments clustered thematically as thirteen individual Motions (Motions #2 through #16). These contain 25 substantive amendments (Amendments #58 to #83) that have implications that change the substance of the NAJC By-Laws. These are listed in order of the sections they modify. Where applicable, sections or clauses that are related or referred have also been flagged for modification. These substantive changes are based on consultations with relevant Committee Chairs (NEB Directors) and discussions with the Constitution and Resolutions Committee. The Constitution and Resolutions Committee has recommended these proposed substantive changes for NEB review, then with the National Council, given the implications they have in changing the way the NAJC is run. Proposed substantive changes include those that include addition of new text, or are changes that modify the meaning or possible interpretation of the By-Laws, such as:

- [MOTION 2: Updating Member and Supporting Organizations’ responsibilities](#) to reflect current realities (e.g. submitting AGM minutes, passing motions in support of the NAJC and declarations in support of the NAJC Vision and Mission statement) (*see Amendments 58-59*)
- [MOTION 3](#): Clarification of **membership** provisions (*see Amendments 60-64*)



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- **MOTION 4**: Clarification of “**termination**” vs. “**removal**” of membership (*see Amendments 65-68*)
- **MOTION 5**: Addition of new section on **Discipline of Members** (*see Amendment 69*)
- **MOTION 6**: Addition of new section on **Dispute Resolution** (*see Amendment 70*)
- **MOTION 7**: **Nomenclature changes** that may have differing interpretations (*see Amendment 71*)
- **MOTION 8**: Clarification of **Election procedures and eligibility** to avoid “conflict of interest” issues, and clarify tie-breaking procedures (*see Amendments 72-73*)
- **MOTION 9**: Clarification of **term length** for & **appointment** of NEB members (*see Amendments 74-75*)
- **MOTION 10**: Reducing duplicative language regarding matter of **defining Japanese ancestry** (*see Amendment 76*)
- **MOTION 11**: Place **parameters on who can become NEB members** (i.e. not having sitting Executives from Member Organizations also as NEB members) (*see Amendment 77*)
- **MOTION 12**: Enabling NEB Members as Committee Chairs to have more **control over committee composition by revoking appointments** (with NEB approval) (*see Amendment 78*)
- **MOTION 13**: Clarification added to ensure that **consistency of NEB voting rights** (voting rights permitted for elections, not motions) with other areas of the By-Laws (*see Amendment 79*)
- **MOTION 14**: Modifications for more **flexibility in how the NAJC audits its finances** (*see Amendment 80 & 81*)
- **MOTION 15**: New sub-section under “General Meetings and Special General Meetings” in order to allow the NAJC to **electronically hold meetings** (*see Amendment 82*)
- **MOTION 16**: New Article at end of By-Laws **ensuring against the invalidity or unenforceability** of any provision of the NAJC By-Laws (*see Amendment 83*)



## SUBSTANTIVE QUESTION

The Constitution & Resolutions Committee discussed a key issue surrounding tie-breaking procedures during NAJC voting, whether this applies to: 1) voting in elections; 2) voting on motions during NEB meetings; and 3) voting during Annual General Meetings (AGMs) or Special General Meetings (SGMs). In all three cases, there may be issues surrounding the fact that the Meeting Chair, assumed to be the NAJC President, has the opportunity to vote twice, potentially calling into question the impartiality and neutrality of the decision-making process. Though there are provisions under Robert's Rules of Order for the presiding officer (i.e. Chair or President) to cast a vote in smaller boards, the same may not be the case for larger assemblies. Furthermore, the fact that a tie would be created with the Meeting Chair's initial vote calls into question their impartiality, and the validity of the outcome where their second vote breaks a tie. Though there are no recent examples of tie-breaking procedures that set a precedent for this tie-breaking procedure, the optics associated with this practice may have implications for the credibility of the NAJC, and the NEB should consider whether this is something that should be changed during this round of amendments, or for future consideration. Should the NEB agree with these changes, these would be added under draft Motion #7, with related amendments to voting procedures.

- 1) Tie-breaking during an election (Article 11 "Election Structure"):** As it currently stands in the NAJC By-Laws, the Election Chair does not have the right to cast a vote during elections (per Section 11.1), but in the case that a tie is determined for an elected position, the Election Chair will cast a deciding ballot anonymously (per Section 11.3). One of the key considerations here is that if a tie is determined on an election this would remain confidential, as "the Membership shall not be informed of the tie" (Section 11.3(b)), so that the Chair's deciding tie-breaking ballot remains anonymous. Here, the NAJC By-Laws state that the Meeting Chair/President (i.e. the NAJC President, not the Election Chair) does vote in the elections, and has the possibility of voting a second time, though only in the event of a tie. An amendment to section 13.6 could clarify that the NAJC President does not have the right to an initial vote in elections:

*13.6 The members of the National Executive Board shall not have the right to vote on motions and shall only vote as Individual Members in elections, excluding the [NAJC President / Chair], who shall not have the right to vote in elections.*

It is assumed that the process for breaking a tie would be conducted behind closed doors. In the process of counting ballots, those present include the Election Chair, Returning Officer and one representative for each candidate. It is assumed that the Meeting Chair (i.e. the NAJC President) is not present. In this sense, it needs to be absolutely clear in the By-Laws that the Meeting Chair is *not* the same as the Election Chair. If the Meeting Chair (i.e. the NAJC President) is given the opportunity to vote once in the election in an individual capacity (per Section 13.6 "*The members of the National Executive Board shall not have the right to vote on motions and shall only vote as Individual Members in elections*"), the Constitution & Resolutions Committee has identified that in the case of a breaking a tie, the Meeting Chair would be **voting twice**, though anonymously the second time. Though this is a variation allowed under voting rules in Corporation Canada's model By-Laws, other variations are also possible, "such as stating that the Chair shall not exercise a vote except to break a tie".<sup>1</sup>

*11.3. If a tie is determined,*

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<sup>1</sup> Corporations Canada: "Model By-Laws – Not-for-profit corporations, Model By-law No.1", accessed 3 November 2019. Link: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04999.html>. See Footnote 11.



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- (a) The **Chair** [NAJC President? Election Chair?] will be asked to cast the deciding ballot.
- (b) The Membership shall not be informed of the tie.
- (c) The **Chair** [NAJC President? Election Chair?] will be allowed to cast his or her vote anonymously.

**2) Tie-breaking during votes on a motion during NEB Meetings (Article 14 “Meetings of the National Executive Board”):** Similar to the above case related to voting in elections, in the context of voting on motions the confidentiality/anonymity of the chair’s deciding vote would *not* be anonymous, as meeting attendees would know there is a tie or equality of votes (via a show of hands), and the Meeting Chair would have two votes. For NEB meetings, the Constitution and Resolutions Committee acknowledges that this is in keeping with Corporation Canada’s model By-Laws, and does not necessarily need to be modified. However, for the sake of neutrality of the Chair in discussions, particularly on more contentious issues, it may be unsuitable for the Chair to have more than one vote in any circumstance; only in the case of the need to break a tie should the Chair be voting. In this sense, the Chair should remain as neutral and impartial as possible to ensure that he or she facilitates the best decision-making process by the NEB Members. In this sense, the Corporation Canada model By-Laws indicate that other variations are possible “such as stating that the Chair shall not exercise a vote except to break a tie.” Accordingly, the Constitution and Resolutions Committee recommends that Section 14.6.3 be amended per the suggested deletions below:

**14. Meetings of the National Executive Board**

- 14.6.1. Each member of the National Executive Board including the immediate Past President, but not including the current [NAJC President / Meeting Chair], shall have one vote, as consistent with Section 13.6.
- 14.6.2 No individual shall have more than one vote.
- 14.6.3 In case of an equality of votes, the chair of the meeting ~~in addition to an original vote~~ shall have a ~~second or~~ casting vote.

**3) Tie-breaking during votes during an AGM or Special General Meeting (Article 21 “Voting at an Annual General Meeting or Special General Meeting”):** Similar to the above voting situation in NEB meetings, in the context of voting on motions during an AGM or Special General Meeting, the confidentiality and anonymity of the Chair’s deciding vote would similarly not be anonymous, as meeting attendees would know there is a tie due to show of hands or ballot counting (not done behind closed doors per election voting practices), and the Meeting Chair would again have two votes. The Constitution and Resolutions Committee’s discussion on this matter centres on the assumption that any motions brought forward to the Membership will have the full support of the NEB, which is the reason (under Section 13.6) why the NEB members shall not have the right to vote on motions. Accordingly, the Constitution and Resolutions Committee recommends that Section 21.1. be amended per the suggested deletions below:





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**21. Voting at an Annual General Meeting or Special General Meeting**

21.1. In case of an equality of votes either on a show of hands or on a ballot, the Chair of the meeting ~~in addition to an original vote~~ shall have a ~~second or~~ casting vote.

**For NEB Reference:** For the NEB's reference and consideration, the Constitution and Resolutions Committee has pondered the following questions: *What is the proper way to break a tie during an election of officers? Should the Chair (or "President", per Roberts Rules of Order nomenclature) cast the tie-breaking vote?* Based on the relevant Roberts Rules of Order identified below, the Chair / President only has one vote in a ballot vote (as is the case for elections). It is worth noting, however, per Robert's Rules outlined below, that there can be provision to allow for double voting if the organization has a written exception for the process to break a tie.

**Robert's Rules of Order:**

*If the President is a member of the assembly, he or she has exactly the same rights and privileges as all other members have, including the right to make motions, speak in debate and to vote on all questions.*

*However, the impartiality required of the presiding officer of an assembly precludes exercising the right to make motions or debate while presiding and also requires refraining from voting except when the vote is a ballot or wherever his or her vote will affect the result.*

*According to Robert's Rules of Order, the President always votes in a ballot vote. Therefore, he or she cannot break a tie vote as he or she cannot vote twice.*

*In a tie vote, the members would keep voting until someone receives a majority vote.*

*If an organization wants their President to be able to cast the tie-breaking ballot, if such a situation occurs, he or she must hold his or her ballot until the result of the vote is announced. The President then announces the result of the vote with his ballot.*

**Presidential Voting Privileges:**

*The President can vote to make or break a tie vote, can cast a ballot vote, and can vote in a roll call vote. The President does not vote at other times as his or her vote can and may influence the other members. The President is to remain impartial.*

*A ballot vote is cast in secret, and cannot influence others, which is why the President votes at the same time as the members.*



## FUTURE CONSIDERATIONS & RECOMMENDATIONS

The Constitution & Resolutions Committee has discussed key issues for future consideration along with a few possible recommendations for action for the current NEB or future NEBs, including issues such as: 1) imbalances between individual members and member organizations; 2) balancing the need for wider participation against a small community of invested leaders, 3) considering the removal of NAJC Standing Committees from the By-Laws; 4) Standing Committee appointments and term lengths; and 5) consideration of revising Rules of Procedure/Order to clarify provisions for meeting proxies or alternates.

**1) Imbalances between individual members and member organizations:** The Constitution & Resolutions Committee has discussed the need to find balance between the representation of member organizations versus individual members. While it is understood that individual membership was created as a category to allow for representation of individuals in rural settings or in areas that do not otherwise have NAJC Member Organizations, it has grown apparent that individual memberships have been taken up by a number of individuals in major urban centres (namely Vancouver and Toronto) who can otherwise join their local NAJC Member Organization. Though Member Organizations have the equivalent of 10 votes, they are only represented by a single representative. Having a number of individual members from a single municipality can give them disproportionate voice in the context of NAJC meetings of the Membership.

In this regard, the Constitution & Resolution Committee has pondered the following questions:

- a) *Should there be a limit on the number of NAJC individual members from specific cities or regions?* This would still allow for individuals to join, but would limit the numbers so there isn't the risk of more than 10 individuals out-weighting the NAJC Member Organization that these individuals could otherwise join. This would help return a degree of balance to meetings. Conversely, introducing clearer rules in the context of meetings could help alleviate this, such as giving speaking privileges/prioritization to Member Organizations, followed by individuals (though this would be very difficult to track and enforce during electronic meetings). In order to ensure that individual members are participating in the NAJC through their local Member or Supporting Organizations, the NAJC should more actively exercise its right to approve or deny individual memberships.
- b) *Should there be provisions to proportionately represent the larger city centres?* This is applicable not only to the NAJC Membership, but also the composition of Committees and the NEB. Though there are practices in place to ensure geographical representation on the NEB (such that there are limits on the number of NEB members from any one city), the Young Leaders Committee is the only NAJC Committee currently limiting committee members to a maximum of two (as mandated in the By-Laws).

Though this ensures better geographical representation, it risks having the NAJC focusing on issues that may not resonate with these larger cities, such that the NAJC fades into irrelevance; the converse risks overshadowing small communities' issues with the issues of larger urban centres. Finding a suitable balance in this regard would be an important step to ensure the NAJC remains relevant across a wide number of communities.

Furthermore, there may be pros and cons associated with allowing individual members of NAJC Member/Supporting Organizations (but not individual members of the NAJC) to have voting rights. This might help address proportionality issues for larger communities (esp. Vancouver



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and Toronto), but would have impacts on the participation in AGMs and how other NAJC decisions are made due to skewed voting patterns.

- 2) Balancing the need for wider participation against a small community of invested leaders:** A key question has arisen regarding how the NAJC can better address “conflict of interest” issues while still trying to ensure that executives of Member Organizations are able to engage in NAJC decision making. Some feel that a better balance needs to be struck when recruiting NEB members. While we do not want to suppress the involvement of engaged community members in the NAJC, especially those who are currently serving as leaders in their respective NAJC Member Organizations, care needs to be taken to ensure there is clarity when these individuals are working as an NEB member, or as a representative of a local organization. This is difficult to manage in the context of smaller communities, where there are fewer individuals involved due to smaller populations. Though some may argue for the need for more balanced voting rights to those who are most invested in the NAJC (i.e. those serving on executive boards either in the NAJC or NAJC Member Organization contexts), care needs to be taken to appreciate how these decisions may constitute conflicts of interest. Indeed, having only a small number of “the most dedicated people” engaged may be misinterpreted or perceived as the NAJC being a closed-off entity that makes it difficult for newcomers to enter. Having clearer provisions in the By-Laws about who is eligible to join the NEB may help alleviate this. This is addressed partially in the more defined scope of the limitations placed on *executive* members of current directors or board members of NAJC Member Organizations and/or Supporting Organizations (*see amendment #2019-76*).
- 3) Considering the removal of Standing Committees from the By-Laws:** The presence of all NAJC standing committees in the By-Laws has been a topic of conversation for some time. It is an oddity to have these committees enshrined in the By-Laws; the model By-Laws have clauses that empower the Board of Directors to any committee or advisory body, but these do not need to be captured in the By-Laws as it results in rigidity with how the NAJC accomplishes its goals and priorities. Future NEB members may wish to consider exploring the removal of Sections 24.3 through 24.11 and alternatively having those reside in the NAJC’s Policy & Procedures.
- 4) Standing Committee appointments and term lengths:** Some NAJC members have highlighted the small pool of volunteers in our community, suggesting that voluntary members of Standing Committees should not face term lengths, given the deficiency of volunteers. While retention of these voluntary committee members may be a challenge in some cases, it is also important to acknowledge the need for a regular “refresh” cycle to ensure that Committee compositions remains equitable, inclusive and balanced in terms of gender, geographic location. This also helps allow Committees to remain agile and relevant to current realities. This can otherwise be clarified further in the Policies & Procedures, not in the NAJC By-Laws, as already defined in Definitions section.
- 5) Rules of Procedure and Rules of Order for Membership Meetings:** There concerns over how there are not currently any provisions for Proxies and/or Alternate representatives at meetings, and whether they have speaking rights. Provisions for observers at meetings could be introduced as well. The question remains as to whether these should be in the By-Laws or Policies & Procedures, though there is a preference to have these in the Policies and Procedures in order to ensure more flexibility. There have also been suggestions on clarifying speaking limitations for individual members (such as having right to take the floor only once), per Roberts Rules of Order.



## ANNEX 1: MOTION #1 – NON-SUBSTANTIVE CHANGES

Motion #1 contains 57 proposed amendments (#1 through #57) to the By-Laws that do not have implications in changing the substance of the By-Laws. These are broken down by category and are listed in order of the section(s) they modify. They are straightforward changes that address obvious inconsistencies, spelling errors, formatting, or are technical updates.

### FORMATTING

Issues with formatting have been resolved, ensuring consistency of spacing between paragraphs, paragraph numbering, and other such superficial changes.

#### **Amendment #2019-01**

All pages: Center NAJC logo has been updated to reflect the all-blue NAJC logo on the header of all pages; the logos has also been colour-correct logo for consistency across NAJC documents.

#### **Amendment #2019-02**

All sections: Paragraph spacing corrected to 12 points (12 pt) between paragraphs throughout the document, for consistency and aesthetics.

#### **Amendment #2019-03**

Section 1 “Corporate Seal”: renumbered to be “1.1” from “1.1.1”, as there is no sub-section.

#### **Amendment #2019-04**

Section 2 “Definitions”: Period added to end section (b) on "Membership"

#### **Amendment #2019-05**

Section 2 “Definitions”: Removal of quotation mark, changing definition to "Member in Good-standing"

#### **Amendment #2019-06**

Section 3 “Head Office”: capitalization correction of "head office" to "Head Office".

#### **Amendment #2019-07**

Section 4 “Banking Arrangements”: Paragraph given numbering to replace bullet points, consistent with other sections.

#### **Amendment #2019-08**

Section 5 “Borrowing Powers”: Paragraph given numbering (5.1), consistent with other sections.

#### **Amendment #2019-09**

Section 5 “Borrowing Powers”: Add "and" at end of sub-section (c).

#### **Amendment #2019-10**

Section 6 “Financial Statements”: Paragraph given numbering (6.1), consistent with other sections.



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### **Amendment #2019-11**

Section 7.1.1.2 "Membership": Add colon.

### **Amendment #2019-12**

Section 7.1.1.2(b) "Membership": Spell out "AGM" in full to read "Annual General Meeting"

### **Amendment #2019-13**

Section 7.1.1.3(b) "Membership": Add closing bracket at end of sentence.

### **Amendment #2019-14**

Section 7.1.1.3(c) "Membership": Add "NAJC", for clarity of which National Office is in question.

## CONSISTENCY

Corrections made to address inconsistencies, including terminology (e.g. "Executive Board" vs. "National Executive Board") that do not substantively alter the meaning of any text.

### **Amendment #2019-15**

Sections 9.2, 9.4, 13.1(e), 24.4.2: References to "Executive Board" are corrected as "National Executive Board"

### **Amendment #2019-16**

Headers of all pages and 24.10.3 (b, c): Change "Bylaws" to "By-Laws" throughout document (including headers on all pages)

### **Amendment #2019-17**

Section 7.2.1 (a): Change for consistency

**Original:** 7.2.1(a) support ~~the principles of~~ the NAJC Vision and Mission statements;

**Proposed:** 7.2.1(a) support the NAJC Vision and Mission statements;

**Rationale:** Mirror the same statement as in all other categories of membership. If the phrase "the principle of" is desired then it should also be added to the other classifications of membership to be consistent.

### **Amendment #2019-18**

Section 8.1.1 "Elections":

**Original:** "Member-in-good standing"

**Proposed:** "Member in good-standing"

**Rationale:** To be consistent with the term in the Definitions section.

### **Amendment #2019-19**

Section 8.2 "Elections": Removal of colon

**Rationale:** Consistent with other paras that don not contain subordinate clauses.



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**Amendment #2019-20**

Sections 8.2.1 “Elections”: Add "NAJC" before “National Office” for clarity.

**Original:** 8.2.1. Nomination papers are sent out from the National Office at least one hundred and fifty (150) days before the NAJC AGM.

**Proposed:** 8.2.1. Nomination papers are sent out from the **NAJC** National Office at least one hundred and fifty (150) days before the AGM.

**Rationale:** consistent with other paras that refer to the AGM and NAJC National Office (7.1.1.2(b) is first instance)

**Amendment #2019-21**

Section 8.2.2 “Elections”: Add "NAJC" for clarity.

**Original:** 8.2.2. Nomination papers are to be returned to the National Office at least ninety (90) days before the NAJC AGM.

**Proposed:** 8.2.2. Nomination papers are to be returned to the **NAJC** National Office at least ninety (90) days before the AGM.

**Rationale:** Consistent with other paras that refer to the AGM and NAJC National Office (7.1.1.2(b) is first instance)

**Amendment #2019-22**

Section 9.3(a) “Appointed NEB”:

**Original:** 9.3(a) A prescribed period established by the elected Executive for a specific purpose;

**Proposed:** 9.3(a) **for a** prescribed period established by the elected Executive for a specific purpose;

**Rationale:** Replace "A" with "for a" for consistency with clauses (b) and (c) in sub-section 9.3.

**Amendment #2019-23**

Section 9.3 “Appointed NEB”: Move "or," from para 9.3(a) to 9.3(c)

**Rationale:** Consistency throughout document, and as the penultimate sub-section in 9.3.

**Amendment #2019-24**

Section 9.5 “Appointed NEB”: Delete Section 9.5

**Rationale:** Section 9.5 can be deleted in its entirety, as it repeats Section 9.3.

**Amendment #2019-25**

Section 10.1 “Mail-in Ballots”: Add "NAJC" for clarity

**Original:** 10.1. Mail-in ballots must be received by the National Office seven (7) days prior to the NAJC AGM.

**Proposed:** 10.1. Mail-in ballots must be received by the **NAJC** National Office seven (7) days prior to the NAJC AGM.

**Rationale:** Consistency throughout document



PROPOSED AMENDMENTS TO NAJC BY-LAWS

**Amendment #2019-26**

Section 10.2 "Mail-in Ballots": Add "NAJC" before "AGM"

**Original:** 10.2. Mail-in ballots will not be opened or counted until the voting at the AGM has been completed.

**Proposed:** 10.2. Mail-in ballots will not be opened or counted until the voting at the **NAJC** AGM has been completed.

**Rationale:** For consistency with preceding sub-section 10.1

**Amendment #2019-27**

Section 11.1 "Election Structure": Change "A Chair for the election" to "An Election Chair"

**Original:** 11.1. A Chair for the election and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Chair shall not have the right to cast a vote.

**Proposed:** 11.1. **An Election Chair** and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Chair shall not have the right to cast a vote.

**Rationale:** For consistency with 24.10 (d), which encourages the Nominations Committee to work closely with the Election Chair, National Administrator and Returning Officer

**Amendment #2019-28**

Section 13.1(g) "National Executive Board": Correction: to former sub-section (g), now modified to (h) if new (f) is accepted.

**Original:** 13.1(g) Protect the confidential nature of information discussed at National Executive Board Meetings

**Proposed:** 13.1(g) protect the confidential nature of information discussed at National Executive Board Meetings.

**Rationale:** Capitalization of "protect" should be lower case for consistency with the rest of the sub-sections in 13.1. Also added a period at end of final sub-section of 13.1.

**Amendment #2019-29**

Section 13.2 "National Executive Board": Addition of semi-colons to end of each sub-section, an "and" at the end of sub-section (f) and a period at the end of sub-section (g).

**Original:** 13.2. The National Executive Board will be comprised of the following:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer



PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (e) Three (3) Elected National Executive Board Members
- (f) Up to two (2) Appointed National Executive Board Members (depending on requirements)
- (g) Past-President

**Proposed:** 13.2. The National Executive Board will be comprised of the following:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Three (3) Elected National Executive Board Members;
- (f) Up to two (2) Appointed National Executive Board Members (depending on requirements); and
- (g) Past-President.

**Rationale:** For consistency with other paragraphs.

**Amendment #2019-30**

Section 14.3 "Meetings of the National Executive Board": Capitalization corrections (all to lower case)

**Original:** 14.3. Notice of National Executive Board Meetings need not specify the purpose of the business to be transacted at the meeting unless the meeting:

- Involves a matter that requires member approval;
- Fills the vacancy of a director or public accountant;
- Appoints additional directors;
- Issues debt obligations;
- Approves financial statements;
- Adopts, amends or repeals By-Laws; or,
- Establishes members' contributions or dues.

**Proposed:** 14.3. Notice of National Executive Board Meetings need not specify the purpose of the business to be transacted at the meeting unless the meeting:

- involves a matter that requires member approval;
- fills the vacancy of a director or public accountant;
- appoints additional directors;
- issues debt obligations;
- approves financial statements;
- adopts, amends or repeals By-Laws; or,
- establishes members' contributions or dues.

**Rationale:** Consistency - all bullets are sub-clauses and shouldn't be capitalized





PROPOSED AMENDMENTS TO NAJC BY-LAWS

**Amendment #2019-31**

Section 15.3 "Administration & Responsibilities of the NEB": Add "to" to beginning of section, and remove from each clause (a through d), and add "and" at end of clause (d).

**Original:** 15.3. The National Executive Board shall have power:

- (a) to authorize expenditures as delegated by the Membership on behalf of the NAJC from time to time;
- (b) to delegate by resolution to an officer or officers of the NAJC the right to pay salaries of employees;
- (c) to make expenditures as delegated by the Membership for the purpose of furthering the objectives of the NAJC; and
- (d) to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the NAJC in accordance with such terms as the National Executive Board may prescribe;
- (e) to in the event of a vacancy on the National Executive Board, to appoint a replacement to serve until the next Annual General Meeting.

**Proposed:** 15.3. The National Executive Board shall have power to:

- (a) ~~to~~ authorize expenditures as delegated by the Membership on behalf of the NAJC from time to time;
- (b) ~~to~~ delegate by resolution to an officer or officers of the NAJC the right to pay salaries of employees;
- (c) ~~to~~ make expenditures as delegated by the Membership for the purpose of furthering the objectives of the NAJC; and
- (d) ~~to~~ enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the NAJC in accordance with such terms as the National Executive Board may prescribe;  
**and,**
- (e) ~~to~~ in the event of a vacancy on the National Executive Board, to appoint a replacement to serve until the next Annual General Meeting.

**Rationale:** Consistency with other sub-sections.

**Amendment #2019-32**

Section 16.1.1 "Duties of Officers": Capitalization: "The President shall be the Chief Executive Officer of the NAJC."

**Original:** 16.1.1. The President shall be the chief executive officer of the NAJC.

**Proposed:** 16.1.1. The President shall be the Chief Executive Officer of the NAJC.

**Rationale:** Consistency with other officers' titles



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**Amendment #2019-33**

Section 16.2.2 "Duties of Officers": Capitalization: "The Vice-President shall be the Vice-Chair of the NAJC and Chair of the Human Rights Committee.

**Original:** 16.2.2. The Vice-President shall be the vice-chair of the NAJC and Chair of the Human Rights Committee.

**Proposed:** 16.2.2. The Vice-President shall be the Vice-Chair of the NAJC and Chair of the Human Rights Committee.

**Rationale:** Consistency with other officers' titles

**Amendment #2019-34**

Section 23.2 "Audit and Audit Committee": Add a numerical "3"

**Original:** The audit committee shall consist of three persons to be approved by the Membership upon recommendation by the Executive Board.

**Proposed:** The audit committee shall consist of three (3) persons to be approved by the Membership upon recommendation by the Executive Board.

**Rationale:** Consistency throughout document

**Amendment #2019-35**

Section 24.10.2 "Committees": Add a numerical "3"

**Original:** The Nominations Committee shall be comprised of a minimum of three members appointed by the National Executive Board with consideration to geographical representation and who are currently members of a Member Organization or Individual Member in good standing.

**Proposed:** The Nominations Committee shall be comprised of a minimum of three (3) members appointed by the National Executive Board with consideration to geographical representation and who are currently members of a Member Organization or Individual Member in good standing.

**Rationale:** Consistency throughout document

**Amendment #2019-36**

Section 24.7.2 "Committees": Spell out numerical "five" in full

**Original:** "The Membership Committee shall be comprised of 5 appointed members with geographical representation."

**Proposed:** "The Membership Committee shall be comprised of five (5) appointed members with geographical representation."

**Rationale:** Consistency throughout document

**Amendment #2019-37**

Section 24.7.3(d) "Committees": Capitalization correction (to lower case)

**Original:** 24.7.3(d) Reviewing new applicants for suitability to the NAJC in accordance with the Articles, Constitution, and By-Laws.



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**Proposed:** 24.7.3(d) reviewing new applicants for suitability to the NAJC in accordance with the Articles, Constitution, and By-Laws.

**Rationale:** Consistency throughout document

**Amendment #2019-38**

Section 24.9.3(b) "Committees": Delete "and"

**Original:** 24.9.3(b) monitoring representation of Japanese Canadian History in Canadian society; and

**Proposed:** 24.9.3(b) monitoring representation of Japanese Canadian History in Canadian society; ~~and~~

**Rationale:** Consistency throughout document

**Amendment #2019-39**

Section 24.5.5 "Committees": Capitalization: "Community Development Committee"

**Original:** 24.5.5. The Community Development committee will work with the National Executive Board to anticipate community needs in the areas consisting of: seniors, Ijusha, youth, family, intermarriage, international concerns and the arts.

**Proposed:** 24.5.5. The Community Development **C**ommittee will work with the National Executive Board to anticipate community needs in the areas consisting of: seniors, Ijusha, youth, family, intermarriage, international concerns and the arts.

**Rationale:** Consistency of capitalization of other Committees

**Amendment #2019-40**

Section 24.9.3 "Committees": Capitalization corrections (all to lower case)

**Original:** 24.9.3. The Heritage Committee shall be responsible for:

- (a) Aiding Japanese Canadian communities in the preservation, maintenance and dissemination of Japanese Canadian heritage and history;
- (b) Monitoring representation of Japanese Canadian History in Canadian society;
- (c) Encouraging and supporting the development of educational activities and resources on Japanese Canadian history and heritage; and,
- (d) Proposing recommendations regarding the foregoing to the National Executive Board and/or the Membership through the National Executive Board.

**Proposed:** 24.9.3. The Heritage Committee shall be responsible for:

- (a) **a**iding Japanese Canadian communities in the preservation, maintenance and dissemination of Japanese Canadian heritage and history;
- (b) **m**onitoring representation of Japanese Canadian History in Canadian society;



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- (c) encouraging and supporting the development of educational activities and resources on Japanese Canadian history and heritage; and,
- (d) proposing recommendations regarding the foregoing to the National Executive Board and/or the Membership through the National Executive Board.

**Rationale:** Consistency

## SPELLING AND GRAMMAR

Spelling errors have been corrected, without any changes that alter the substance of the By-Laws.

### Amendment #2019-41

Section 7.1.2.2 "Membership": remove "s"

**Original:** 7.1.2.2. A Supporting Member Organizations shall have the following rights:

**Proposed:** 7.1.2.2. A Supporting Member Organization~~s~~ shall have the following rights:

**Rationale:** Remove "s" due to pluralization error

### Amendment #2019-42

Section 7.1.2.2(d) "Membership": Capitalization correction

**Original:** 7.1.2.2(d) To be able to nominate and second candidates for elections.

**Proposed:** 7.1.2.2(d) ~~t~~o be able to nominate and second candidates for elections."

**Rationale:** change to lower case for consistency with other sub-sections

### Amendment #2019-43

Section 11.2 "Election Structure": Remove quotation marks

**Original:** 11.2. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system ("FPPS"). The FPPS electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.

**Proposed:** 11.2. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system (~~"FPPS"~~). The FPPS electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.

**Rationale:** No need for quotation marks, as this is an acronym



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**Amendment #2019-44**

Section 13.1(d) "National Executive Board": Verb tense correction

**Original:** 13.1(d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as state in the Constitution;

**Proposed:** 13.1(d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as stated in the Constitution;

**Rationale:** Correction to make "as state in the..." to read "as stated in the..."

**Amendment #2019-45**

Section 13.2(b) "National Executive Board": Capitalization correction: "Vice-president" to "Vice-President"

**Original:** 13.2(b) Vice-president;

**Proposed:** 13.2(b) Vice-President;

**Rationale:** Correcting a capitalization error (16.2 has title as "Vice-President")

**Amendment #2019-46**

Section 13.2(g) "National Executive Board": Correction: "Past-president" to "Past-President"

**Original:** 13.2(g) Past-president.

**Proposed:** 13.2(g) Past-President.

**Rationale:** Correcting a capitalization error for consistency with other mentions of Past-President, including in the Definitions.

**Amendment #2019-47**

Section 13.5.1 "National Executive Board": Correction: "Past President" to "Past-President"

**Original:** 13.5.1. The Past President shall remain in office for at least one term

**Proposed:** 13.5.1. The Past-President shall remain in office for at least one term

**Rationale:** Adding "-" for consistency with other mentions of Past-President, including in the Definitions

**Amendment #2019-48**

Section 13.8(b) "National Executive Board":

**Original:** 13.8(a) disability from carrying on the usual and ordinary duties of an National Executive Board Member;

**Proposed:** 13.8(a) disability from carrying on the usual and ordinary duties of a National Executive Board Member;

**Rationale:** Grammatical correction ("a" versus "an" preceding a consonant)



### Amendment #2019-49

#### Section 14.1 "Meetings of the National Executive Board":

**Original:** 14.1. Meetings of the National Executive Board may be held at any time and place to be determined by the National Executive Board, provided that seven full days' notice of such meeting shall be given to each member. Notice shall not be necessary if all of the National Executive Board members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**Proposed:** 14.1. Meetings of the National Executive Board may be held at any time and place to be determined by the National Executive Board, provided that seven full days' notice of such a meeting shall be given to each member. Notice shall not be necessary if all of the National Executive Board members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**Rationale:** Add "a" for grammatical correctness

### Amendment #2019-50

#### Section 16.5 "Duties of Officers": Correcting "Past President" to "Past-President"

**Original:** 16.5. Past President

16.5.1. The Past President should provide advice and support to the National Executive Board regarding past practices and other matters to assist the Board in governing the NAJC.

16.5.2. The Past President should be a resource to current and future Presidents.

16.5.3. The Past President shall be the Chair of the Nominations Committee.

**Proposed:** 16.5. Past-President

16.5.1. The Past-President should provide advice and support to the National Executive Board regarding past practices and other matters to assist the Board in governing the NAJC.

16.5.2. The Past-President should be a resource to current and future Presidents.

16.5.3. The Past-President shall be the Chair of the Nominations Committee.

**Rationale:** Adding "-" for consistency throughout section with other mentions of Past-President, including in the Definitions



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**Amendment #2019-51**

Section 17.3 “Remuneration”: Change "professional" to "profession"

**Original:** 17.3. Any member of the National Executive Board who is engaged in or is a member of a firm engaged in any business or professional may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the NAJC.

**Proposed:** 17.3. Any member of the National Executive Board who is engaged in or is a member of a firm engaged in any business or profession~~al~~ may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the NAJC.

**Rationale:** Grammatical correction so that this is a noun ('profession'), not an adjective ('professional')

**Amendment #2019-52**

Section 20.13.1 “General Meetings and Special General Meetings”: Change "Annau" to "Annual"

**Original:** 20.13.1. An Emergency Motion must be verified and approved in accordance with section 20.12.3(a) and (b) and submitted to the National Executive Board before 20:00 hours local time on the day prior to the ~~Annau~~ General Meeting or Special General Meeting.

**Proposed:** 20.13.1. An Emergency Motion must be verified and approved in accordance with section 20.12.3(a) and (b) and submitted to the National Executive Board before 20:00 hours local time on the day prior to the ~~Annau~~ Annual General Meeting or Special General Meeting.

**Rationale:** Spelling correction of "annual"

**Amendment #2019-53**

Section 24.5 “Committees”: correcting spelling error of “committeo” to “committee”

**Original:** 24.5. The Community Development Committeo

**Proposed:** 24.5. The Community Development Committee~~e~~

**Rationale:** Correcting spelling error of “committeo” to “committee”

**Amendment #2019-54**

Section 24.3.3 “Committees”: Spell out "SEAD" in full for clarity.

**Original:** 24.3.3. The SEAD program responds to the direct needs of individuals.

**Proposed:** 24.3.3. The ~~Sports, Education, Arts Development~~ (SEAD) program responds to the direct needs of individuals.

**Rationale:** For clarity, as this is the first instance of SEAD in the document.



### Amendment #2019-55

Section 24.3.7 "Committees": Correct "can not" to "cannot"

**Original:** 24.3.7. Endowment Fund Committee positions shall be for a term of two (2) years and elections for Endowment Fund Committee members shall be staggered on an annual basis. Endowment Fund Committee members ~~can not~~ serve for consecutive Terms.

**Proposed:** 24.3.7. Endowment Fund Committee positions shall be for a term of two (2) years and elections for Endowment Fund Committee members shall be staggered on an annual basis. Endowment Fund Committee members **cannot** serve for consecutive Terms.

**Rationale:** Grammatical correction

### Amendment #2019-56

Section 25.2(g) "Books and Records": Grammatical changes for agreement of "a" to "an" preceding a vowel.

**Original:** 25.2(g) An Officers Register showing the name and residential address of each officer; an e-mail address, if the officer has consented to receiving information or documents electronically; the date on which each person named in the register became a officer; and the date on which each person named in the register ceased to be a officer;

**Proposed:** 25.2(g) An Officers Register showing the name and residential address of each officer; an e-mail address, if the officer has consented to receiving information or documents electronically; the date on which each person named in the register became an officer; and the date on which each person named in the register ceased to be an officer;

**Rationale:** Grammatical correction

## TECHNICAL UPDATES

Only one proposal, which reflects the new legal name for Metro Vancouver.

### Amendment #2019-57

Section 08.1.3 "Elections"

**Original:** 8.1.3. No more than three (3) persons from one municipality (determined by the person's address) are eligible to stand for election. If four (4) or more nominations are received from a particular municipality (both individuals and Member Organizations), a city run-off shall occur. For the purposes of these By-Laws, the municipality of Vancouver shall include the **Greater** Vancouver Regional District and the municipality of Toronto shall include the Greater Toronto Area.

**Proposed:** 8.1.3. No more than three (3) persons from one municipality (determined by the person's address) are eligible to stand for election. If four (4) or more nominations are received from a particular municipality (both individuals and Member Organizations), a city run-off shall occur. For the purposes of these By-Laws, the municipality of Vancouver shall include the **Metro** Vancouver Regional District and the municipality of Toronto shall include the Greater Toronto Area.

**Rationale:** In 2017, the legal name of Vancouver changed from "Greater" to "Metro".





## ANNEX 2: MOTIONS #2 THROUGH #16 – SUBSTANTIVE CHANGES

Below are 25 proposed amendments (Amendments #2019-58 through to #2019-83) that have implications that change the substance of the NAJC By-Laws. These are listed by the fifteen proposed Motions (Motions #2 through #16) that can be tabled and voted on individually. Each motion includes one or more amendments that are clustered together thematically based on the type of amendment(s) being proposed. Where applicable, sections or clauses that are related or referred have also been flagged for modification. These substantive changes are based on consultations with relevant Committee Chairs (NEB Directors) and discussions with the Constitution and Resolutions Committee. The Constitution and Resolutions Committee has recommended these proposed substantive changes for NEB review, given the implications they have in changing NAJC operations.

### MOTION #2 – Updating Member and Supporting Organizations’ Responsibilities

#### Amendment #2019-58

Section 7.1.1.2(b) “Membership Organization”: Revamping Member Organization responsibilities through deleting elements in subsections 7.1.1.2(b) in favour of annual member organization reports (per current practices), and completely deleting subsections 7.1.1.2(d-f) but retaining elements of those deleted subsections through an addition to subsection 7.1.1.2(c) that are qualified by an “or” clause at the end, such that one of them can be done, not all, in order to reduce the reporting burden on member organizations.

#### Original:

7.1.1.2. A Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year and annually submit Annual General Meeting (AGM) minutes and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements;
- (d) pass a motion at the Organization’s AGM in support of the NAJC;
- (e) provide the NAJC with a copy of the AGM minutes including the motion of support;
- (f) provide a signed declaration in support of the Vision and Mission statement at the Organization’s AGM;
- (g) abide by the NAJC Constitution and By-Laws; and
- (h) be a member in good standing.

#### Proposed:

7.1.1.2. A Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;



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- (b) be in operation for at least one year and annually submit a member organization report Annual General Meeting (AGM) minutes and a total number of current individual and family members to the NAJC National Office;
- (c) support the NAJC Vision and Mission statements, such as through providing a signed declaration in support of the Vision and Mission statement, submitting a letter, or passing a motion at the Member Organization's AGM;
- ~~(d) pass a motion at the Organization's AGM in support of the NAJC;~~
- ~~(e) provide the NAJC with a copy of the AGM minutes including the motion of support;~~
- ~~(f) provide a signed declaration in support of the Vision and Mission statement at the Organization's AGM;~~
- (d) abide by the NAJC Constitution and By-Laws; and
- (e) be a member in good standing.

**Rationale:** The NAJC Membership Committee previously flagged that this section (and sections d-f) should be deleted, as it is no longer necessary to submit AGM minutes nor a motion to endorse the mission and values of the NAJC. The current practice is that a member organization report is submitted annually (which contains more valuable information capturing key highlights from the year). Moreover, since the Application Form for membership has a checkbox that members declare their support of the Vision and Mission Statements of the NAJC. This aims to boost efficiency and capture the current *status quo*. The NAJC Constitution & Resolutions Committee believes that at least one of these actions should be undertaken, and have thus recommended retention of the original elements of the text, but having them listed and with an "or" at the end of the sentence to indicate that at least one should be undertaken (not all).

**Amendment #2019-59**

Section 7.1.2.1(c) "Supporting Membership": Making Supporting Organization responsibilities consistent with those of Member Organizations.

**Original:**

7.1.2. Supporting Membership

7.1.2.1 A Supporting Member Organization must:

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year;
- (c) support the NAJC Vision and Mission statements;
- (d) abide by the NAJC Constitution and By-Laws; and,
- (d) be a member in good standing.

**Proposed:**

7.1.2. Supporting Membership

7.1.2.1 A Supporting Member Organization must:



## PROPOSED AMENDMENTS TO NAJC BY-LAWS

- (a) be a Non-Profit organization in good standing, and/or be incorporated, or registered with either the federal or a provincial government;
- (b) be in operation for at least one year and annually submit a supporting member organization report;
- (c) support the NAJC Vision and Mission statements, such as through providing a signed declaration in support of the Vision and Mission statement, a letter, or a motion passed as the Member Organization's AGM;
- (d) abide by the NAJC Constitution and By-Laws; and,
- (d) be a member in good standing.

**Rationale:** The NAJC Membership Committee previously flagged changes for section 7.1.1 to reflect current practices for how Member Organizations declare their support of the Vision and Mission Statements of the NAJC. The NAJC Constitution & Resolutions Committee believes that like the Amendment for section 7.1.1., at least one of these actions should be undertaken by Supporting Organizations to be consistent with those of Member Organizations, and have thus recommended listing these actions with an “or” at the end of the sentence to indicate that at least one should be undertaken (not all). This modification also captures the submission of an annual supporting membership organization report to the NAJC to highlight successes and key accomplishments over the past the year.

### MOTION #3 – Clarification on Membership Provisions

#### Amendment #2019-60

Section 7.2.1 “Membership”: Change the sub-section to read “An Individual Member” for consistency with definition of membership status.

**Original:** 7.2.1. ~~The~~ Individual must:

**Proposed:** 7.2.1. An Individual Member must:

**Rationale:** This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the By-Laws (e.g. 2. “Definitions” and 7.3.1(a) “Termination of Membership”)

#### Amendment #2019-61

Section 7.2.2 “Membership”: Change the sub-section to read “An Individual Member” for consistency with definition of membership status.

**Original:** 7.2.2. Individual~~s~~ shall have the following rights:

**Proposed:** 7.2.2. Individual Members shall have the following rights:

**Rationale:** This clarifies that these are Individual Members of the NAJC; "individual member" is referenced elsewhere in the By-Laws (e.g. 2. “Definitions” and 7.3.1(a) “Termination of Membership”)

#### Amendment #2019-62



PROPOSED AMENDMENTS TO NAJC BY-LAWS

Section 7.2.2 “Membership”: Deletion for consistency with how voting rights are outlined in other sections, and to eliminate redundancy.

**Original:**

7.2.2. Individual Members shall have the following rights:

- ~~(a) to have full voting rights;~~
- (b) to be able to attend the NAJC AGM or Special General Meeting.
- (c) to have one (1) vote at the NAJC AGM for all Association related votes;
- (d) to receive regular correspondence from the National Office; and
- (e) to be able to nominate and second candidates for elections.

**Proposed:**

7.2.2. Individual Members shall have the following rights:

- (a) to be able to attend the NAJC AGM or Special General Meeting.
- (b) to have one (1) vote at the NAJC AGM for all Association related votes;
- (c) to receive regular correspondence from the National Office; and
- (d) to be able to nominate and second candidates for elections.

**Rationale:** Delete "(a) to have full voting rights;" for consistency with other sections, such as 7.1.1.3 for Member Organizations' voting rights. As it stands, Individual Members' voting rights are outlined in section 7.2.2(c), and the deletion of section 7.2.2(a) eliminates a redundancy.

**Amendment #2019-63**

Section 7.3.5. “Membership”: Addition for clarification.

**Original:** 7.3.5. Reinstatement will occur only at a General Membership meeting after the removed member proves that all the violations have been corrected and there is a two-third majority vote of the Membership in favour of reinstatement.

**Proposed:** 7.3.5. Reinstatement of previous membership will occur only at a General Membership meeting after the removed member proves that all the violations have been corrected and there is a two-third majority vote of the Membership in favour of reinstatement.

**Rationale:** Adding in "of previous membership" to be clear/certain that it is indeed membership (at the previous level) that is being granted.

**Amendment #2019-64**

Section 8.1.1 “Elections”: Adding in "Further eligibility criteria are outlined in Sub-Section 13.1." to enhance clarity of eligibility in NAJC elections, as it is not otherwise apparent there are specific criteria.

**Original:** 8.1.1. To qualify for nomination in any election, a potential nominee must be a member in good-standing of the NAJC or of a NAJC member organization for more than one year prior to the Annual General Meeting at which the elections are to take place.

**Proposed:** 8.1.1. To qualify for nomination in any election, a potential nominee must be a member in good-standing of the NAJC or of a NAJC member organization for more than one year prior to the Annual General Meeting at which the elections are to take place. Further eligibility criteria are outlined in Sub-Section 13.1.

**Rationale:** Eligibility criteria for NEB positions is further outlined in section 13.1, so a reference should be made to those additional criteria for sake of clarity.



## MOTION #4 – Clarification on Membership “Termination” vs. “Removal”

### Amendment #2019-65

Section 7.3. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

**Original:** 7.3. ~~Removal~~ of Membership

**Proposed:** 7.3. Termination of Membership

**Rationale:** Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between “removal/revoking/terminating”, so proposing this change for sake of consistency.

### Amendment #2019-66

Section 7.3.1. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

**Original:** 7.3.1. ~~Removal~~ of membership will occur only when:

**Proposed:** 7.3.1. Termination of membership will occur only when:

**Rationale:** Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between “removal/revoking/terminating”, so proposing this change for sake of consistency.

### Amendment #2019-67

Section 7.3.1. “Membership”: Move “or,” from para 7.3.1(b) to 7.3.1(d) for clarity that not all of these conditions are required for termination of membership.

**Original:**

7.3.1. [Removal/Termination] of membership will occur only when:

- (a) an Individual Member dies or delivers a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation or the date of delivery, whichever is later;
- (b) it is established that a member violated their membership requirements as set forth in the By-Laws; ~~or~~;
- (c) the member fails to pay his/her/its membership fees pursuant to section 7.5 of the By-Laws;
- (d) the Member Organization or Supporting Organization is dissolved or otherwise ceases to exist;
- (e) the NAJC is liquidated and dissolved under the Act.

**Proposed:**

7.3.1. Termination of membership will occur only when:

- (a) an Individual Member dies or delivers a written resignation to the Secretary in which case such resignation shall be effective on the date specified in the resignation or the date of delivery, whichever is later;
- (b) it is established that a member violated their membership requirements as set forth in the By-Laws;
- (c) the member fails to pay his/her/its membership fees pursuant to section 7.5 of the By-Laws;



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- (d) the Member Organization or Supporting Organization is dissolved or otherwise ceases to exist; or,
- (e) the NAJC is liquidated and dissolved under the Act.

**Rationale:** Move “or” to second last para of the section to ensure that any one or more of these considerations are considered as ways to remove/terminate membership (i.e. not all are required to remove a member). By using “or” instead of “and”, any one or more of the above conditions (a) through (e) could be fulfilled to justify termination of membership.

**Amendment #2019-68**

Section 7.3.4. “Membership”: Rewording for consistency with Corporations Canada’s *Model By-Laws*.

**Original:** 7.3.4. ~~Revoking a member~~ requires a two-third majority vote of the Membership.

**Proposed:** 7.3.4. Terminating a membership requires a two-third majority vote of the Membership.

**Rationale:** Consistency with Corporations Canada’s Model By-Laws; existing text in the NAJC By-Laws switches between “removal/revoking/terminating”, so proposing this change for sake of consistency.

**MOTION #5 – New Section on Discipline of Members**

**Amendment #2019-69**

Section 7.4 “Membership”: Add new section 7.4 titled “Discipline of Members” which gives NAJC NEB the ability to suspend or expel members.

**Original:** (New paragraph)

**Proposed:**

**7.4. Discipline of Members**

7.4.1. The National Executive Board shall have authority to suspend any Member from the NAJC for any one or more of the following grounds:

- (a) violating any provision of the articles, By-Laws, or written policies and procedures of the NAJC;
- (b) carrying out any conduct which may be detrimental to the NAJC as determined by the National Executive Board in its sole discretion;
- (c) for any other reason that the National Executive Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NAJC.

7.4.2. Suspension of membership would involve suspension of a members’ rights, per those outlined in Section 7 of the By-Laws of the NAJC.

7.4.3. In the event that the National Executive Board determines that a member should be suspended from membership in the NAJC, the President, or such other officer as may be designated by the National Executive Board, shall provide twenty (20) days’ notice of suspension to the Member and shall provide reasons for the proposed suspension.



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- 7.4.4. The Member may make written submissions to the President, or such other officer as may be designated by the National Executive Board, in response to the notice received within such twenty (20) day period.
- 7.4.5. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the National Executive Board, may proceed to notify the member that the member is suspended from membership in the NAJC.
- 7.4.6. If written submissions are received in accordance with this section, the National Executive Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- 7.4.7. The National Executive Board's decision shall be final and binding on the member, without any further right of appeal for a one (1) year period.

**Rationale:** Including a new section, whose text is taken virtually verbatim from the model By-Laws from Corporation Canada, and has been adapted to reflect NAJC-specific references to the NEB, and the word "expulsion" has been removed, as Section 7.3 of the NAJC By-Laws covers termination of membership. This gives the NEB the ability to suspend members who have engaged in activities that run counter to the NAJC's interests, but to allow said members to retain their presence at the national level in the JC community, and as a less-drastic option by the NEB to discipline members. Sections not included in the model By-Laws include 7.4.2, which clarifies what a suspension would entail in terms of the member's rights being suspended, whether as an individual or organization, as outlined in Sections 7.1.1.3 (Member Organizations), 7.1.2.2 (Supporting Member Organizations), and 7.2.2 (Individual Members). Furthermore, an additional line in 7.4.6 has been added that allows suspended members to appeal the suspension of their rights one year after the initial suspension (one year so that there is enough of a disincentive not to be suspended). Both of these additions to the model By-Laws are highlighted in yellow for clarity.

## MOTION #6 – New Section on Dispute Resolution

### Amendment #2019-70

NEW Section 7.5 "Dispute Resolution": Addition of a new section (all subsequent sections will be renumbered) following the "Discipline of Members" section 7.4 uses language adapted directly from the model By-Laws from Corporations Canada in order to provide a dispute resolution mechanism for the NAJC (without specifying what situations this may need to be used in order to avoid being overly prescriptive; it will be up to the NAJC membership to decide when this mechanism is used).

#### **New Text Proposed:**

#### **7.5. Dispute Resolution**

- 7.5.1 Mediation and Arbitration: Disputes or controversies among members, directors, officers, committee members, or volunteers of the NAJC are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-Laws.**



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**7.5.2. Dispute Resolution Mechanism:** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the NAJC arising out of or related to the articles or By-Laws, or out of any aspect of the operations of the NAJC is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the NAJC as set out in the articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the NAJC) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the [NAJC] is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
  - d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
- **Rationale:** This provides the NAJC with a dispute resolution mechanism in order to allow for some kind of internal recourse to address a conflict, should one arise. This section will not specify what situations this may be needed for, in order to avoid being overly prescriptive. It will be up to the NAJC membership to decide when this mechanism is used. This is consistent with Corporations Canada model By-Laws: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04999.html#section9>.

**NOTE: Numbering changes in rest of Article 7 if preceding sections are added under Amendments #2019-69 and #2019-70.**





## MOTION #7 – Nomenclature change regarding demographic “weakness” vs. “gaps”

### Amendment #2019-71

Section 9.2(b) “Appointed NEB”: Replace "weakness" with "gaps"

**Original:**

- 9.2. Appointed National Executive Board Members will be selected to address:
- (a) skill base enhancement;
  - (b) demographic weakness in elected National Executive Board composition (including, but not limited to age, gender and region).

**Proposed:**

- 9.2. Appointed National Executive Board Members will be selected to address:
- (a) demographic gaps in elected National Executive Board composition (including, but not limited to age, gender and region);
  - (b) skill base enhancement.

**Rationale:** The term "weakness" has negative implications, and though a set of candidates may be strong, there may be demographic gaps, where certain demographics are under-represented. The renumbering is to echo the thoughts that demographic representation is a priority.



## MOTION #8 – Clarification of Election Procedures and Eligibility, and tie-breaking

### Amendment #2019-72

Section 11.1 “Election Structure”: In order to avoid any conflicts where sitting Director(s) or President(s) of NAJC Member Organization(s) can sway elections. Two new paragraphs have been added to clarify eligibility criteria of the Election Chair and a Returning Officer. (NOTE: this text assumes that the non-Substantive Amendment #2019-27 is approved, changing the title of “a Chair for the election” to “election chair”, in order to ensure there is a clear delineation between the Election Chair and a Meeting Chair (i.e. NAJC President or presiding officer over an AGM where elections are taking place).

#### Original:

##### 11. Election Structure

- 11.1. An [Election Chair / Chair for the election] and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the Chair shall not have the right to cast a vote.
- 11.2. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system (FPPS). The FPPS electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.
- 11.3. If a tie is determined,
  - (a) The Chair will be asked to cast the deciding ballot.
  - (b) The Membership shall not be informed of the tie.
  - (c) The Chair will be allowed to cast his or her vote anonymously.

#### Proposed:

##### 11. Election Structure

- 11.1. An [Election Chair / Chair for the election] and a Returning Officer shall be appointed by the National Executive Board. The Returning Officer shall not have the right to cast a vote and, subject to the process for breaking ties, the [Election] Chair shall not have the right to cast a vote.
- 11.2. Eligibility of the Election Chair and Returning Officer:
  - (a) The Election Chair and Returning Officer shall not be a current executive director or executive board member (i.e. President, Vice-President, Treasurer or Secretary) of a Member Organization or a Supporting Organization as defined in section 7.1.
  - (b) Once confirmed in their positions, the Election Chair and Returning Officer shall be ineligible to run in the election they are overseeing. Should the Election Chair or Returning Officer withdraw from their positions after being confirmed, they remain ineligible to run in the election they were previously overseeing.
- 11.3. All elections for positions on the National Executive Board and Endowment Fund Committee will be conducted by the first-past-the-post system (FPPS). The FPPS



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electoral system determines the winner of any vote as the individual who has the most number of votes at the end of an election. The FPPS could create a winner that has less than fifty percent (50%) of the votes cast.

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot.
  - (b) The Membership shall not be informed of the tie.
  - (c) The Chair will be allowed to cast his or her vote anonymously.

**Rationale:** This proposed text is to address the issue of a potential conflict of interest where a sitting Director or President of a Member Organization can sway elections. Furthermore, this amendment aims to prevent a situation from arising where an Elections Chair or Returning Officer withdraw from their positions once appointed to run in an election.

This is to ensure that:

- the Election Chair and Returning Officer are not presidents/directors of NAJC Member orgs, as they may have undue influence over the way their organization votes in an election;
- these positions are filled with candidates that indeed have no intention to run in the election; and
- the Election Chair and Returning Officer are not eligible to run in an election, as they may have an unfair advantage due to having access to information no other election candidates may have access to.

**Amendment #2019-73**

Section 11.4. "Election Structure": Moving a floating clause ("The Chair will be allowed to cast his or her vote anonymously.") from end of section 11.4 to clause (a) of 11.4. (NB: this is section 11.4 if the preceding amendment #2019-72 is accepted; it is otherwise Section 11.3)

**Original:**

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot.
  - (b) The Membership shall not be informed of the tie.
  - (c) The Chair will be allowed to cast his or her vote anonymously.

**Proposed:**

- 11.4. If a tie is determined,
- (a) The Chair will be asked to cast the deciding ballot. The Chair will be allowed to cast his or her vote anonymously.
  - (b) The Membership shall not be informed of the tie.
  - ~~(c) The Chair will be allowed to cast his or her vote anonymously.~~

**Rationale:** For consistency, and grouping with the most logical element in section 11.4 on breaking a tie.



## MOTION #9 – Clarification on Term Lengths and NEB Appointments

### Amendment #2019-74

Section 12.2. “Terms”: Add new sub-section (12.2) to clarify the term lengths of appointed NEB Members.

**Original:**

**12. Terms**

12.1. Each elected position will be held for a term of two years. An officer will serve no more than two terms in the same office and a maximum of three consecutive terms in total on the National Executive Board.

**Proposed:**

**12. Terms**

12.1. Each elected position will be held for a term of two years. An officer will serve no more than two terms in the same office and a maximum of three consecutive terms in total on the National Executive Board.

12.2. Appointed National Executive Board Members shall serve for a period at the pleasure of the elected National Executive Board, as specified in sub-section 9.3(b).

**Rationale:** This addresses previous ambiguity surrounding the term lengths of Appointed NEB Members. It should be noted that the National Administrator should be keeping close track of the term lengths of

### Amendment #2019-75

Section 13.1. “National Executive Board”: Adding “or appointment” in order to cover all NEB members, regardless of whether appointed or elected.

**Original:**

**13. National Executive Board**

13.1. To be eligible for election to the National Executive Board, a member must:

**Proposed:**

**13. National Executive Board**

13.1. To be eligible for election or appointment to the National Executive Board, a member must:

**Rationale:** By adding “or appointment”, this avoids there being a separate set of criteria for appointed NEB Members.



## MOTION #10 – Reducing duplicative language in defining Japanese ancestry

### Amendment #2019-76

Section 13.1(a). “National Executive Board”: Deletion to avoid duplicative language, and for clarity on the matter of Japanese ancestry.

**Original:** (a) be of Japanese descent, partially of Japanese descent, or a spouse or child of a person of Japanese descent;

**Proposed:** (a) be of Japanese descent, ~~partially of Japanese descent~~, or a spouse or child of a person of Japanese descent;

**Rationale:** Deletion is necessary to avoid duplicative language, and for clarity. The NAJC should avoid creating different characterizations of JC individuals (e.g. those who are "more Japanese" than others). Being “partially of Japanese descent” is the same as being “of Japanese descent”, so there is no need for differentiation here. For the purposes of inclusion, “or child” should be retained, as this is interpreted as relating to the possibility children of non-Japanese descent who may have been adopted by parents of Japanese descent.

## MOTION #11 – Clarifying parameters on NEB eligibility criteria

### Amendment #2019-77

Sections 13.1(f). and 13.3(d) “National Executive Board”: Add new sub-section (new 13.1(f) and new 13.3(d)) in order to avoid previous issues arising from NAJC President and Vice-President concurrently sitting as a President or Vice-President of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that an NAJC President or Vice-President is also representing.

**Original:**

- 13.1. To be eligible for election or appointment to the National Executive Board, a member must:
- (a) be of Japanese descent, partially of Japanese descent, or a spouse or child of a person of Japanese descent;
  - (b) be a Canadian citizen or a permanent resident within the meaning of the Immigration and Refugee Protection Act, as amended from time to time;
  - (c) be bondable;
  - (d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as stated in the Constitution;
  - (e) have the willingness and ability to devote necessary time to National Executive Board activities;
  - (f) have particular expertise or experience deemed necessary or desirable by the Membership; and
  - (g) protect the confidential nature of information discussed at National Executive Board Meetings.
- 13.3. The office of the National Executive Board and/or officer shall be automatically vacated if:



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- (a) if a person resigns his or her office by delivering written resignation to the Secretary;
- (b) if he or she becomes of unsound mind;
- (c) if he or she becomes bankrupt;
- (d) if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office; or
- (e) if he/she dies.

**Proposed:**

13.1. To be eligible for election or appointment to the National Executive Board, a member must:

- (a) be of Japanese descent, [~~partially of Japanese descent,~~] (*NOTE: this deletion to be reflected in amended By-Laws only if Motion #9 passes*) or a spouse or child of a person of Japanese descent;
- (b) be a Canadian citizen or a permanent resident within the meaning of the Immigration and Refugee Protection Act, as amended from time to time;
- (c) be bondable;
- (d) be committed to upholding the purposes, philosophy and general policies of the NAJC, as stated in the Constitution;
- (e) have the willingness and ability to devote necessary time to National Executive Board activities;
- (f) not be a current President, Vice-President, Executive Board Member or Director of a Member Organization or a Supporting Organization as defined in section 7.1.;
- (g) have particular expertise or experience deemed necessary or desirable by the Membership; and
- (h) protect the confidential nature of information discussed at National Executive Board Meetings.

13.3. The office of the National Executive Board and/or officer shall be automatically vacated if:

- (a) if a person resigns his or her office by delivering written resignation to the Secretary;
- (b) if he or she becomes of unsound mind;
- (c) if he or she becomes bankrupt;
- (d) if he or she becomes a President or Vice-President, Executive Board Member or a Director of a Member or Supporting Organization as defined in section 7.1.;
- (e) if the Membership passes a resolution by two-thirds majority vote that he/she be removed from office; or
- (f) if he/she dies.



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13.4. In the event of a vacancy on the National Executive Board, the National Executive Board can appoint a replacement National Executive Board Member to serve until the next AGM. No more than two (2) replacement National Executive Board Members can be appointed per year. If a replacement National Executive Board Member is appointed during a non-election year, ~~then their position must be re-appointed at the next AGM and the member wishes to continue on the Board, then the member must be elected or must be re-appointed at the next AGM.~~

**Rationale:** This avoids previous issues arising from NEB members concurrently sitting on the board of a Member Organization, as it may be difficult to ensure that decisions are taken in the interest of the NAJC, not the local Member Organization that NEB member is also representing. For the purposes of inclusion, and to avoid dissuading community members involved in the boards of their respective Member or Supporting Organizations, this new clause introduces specificity that *executive* board members (i.e. President, Vice-President, Treasurer or Secretary) not be eligible to concurrently be both NEB and Executive board members at the same time. It would also stand as a practical measure to moderate individuals from taking on too much responsibility.

The addition of a corresponding new provision 13.3(d) is necessary such that the NEB president, vice-president, secretary or treasurer positions should be automatically vacated if people then become execs in their respective Member or Supporting Organizations. This would close a potential back-door loophole that allows for candidates to first join the NEB not as an executive elsewhere, then subsequently become an executive of a Member or Supporting Organization.

The rewording of 13.4 provides clarity to the term of office for an Appointed Member of the NEB.

**MOTION #12 – Clarifying NEB powers on Committee Composition**

**Amendment #2019-78**

Section 24.2.6. “Committees”: Additional line that gives Committee Chairs the right to remove volunteers from committees (not without a right to appeal, nor approval from rest of NEB).

**Original:**

*24.2.6. The term of all appointed members shall be for one term and may be extended for an additional term upon the recommendation of the Committee Chair.*

**Proposed:**

*24.2.6. The term of all appointed members shall be for one term and may be extended for an additional term upon the recommendation of the Committee Chair. The Committee Chair has the right to revoke appointments, with approval from the National Executive Board.*

**Rationale:** This addition gives Committee Chairs the right to remove volunteers from committees. There may be a need for additional oversight and/or due process to ensure that there is adequate justification given for revoking an appointment. The current formulation being put forward by the Membership Committee may not have a suitable threshold of accountability and/or due-process included that would withhold public scrutiny. Accordingly, a subsequent sub-section has been added requiring NEB approval for Committee Chairs to revoke committee appointments.



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NOTE: The Membership Committee does not have a mandate to review who can and cannot join committees; their mandate is for member recruitment, member retention and ensuring that members are in good standing, not populating committees with volunteers; indeed, finding volunteers for committees is the responsibility of committee chairs, per section 24.2.5. Thus, the prerogative should be on the NEB to make this decision.





## MOTION #13 – Clarification of NEB voting privileges

### Amendment #2019-79

Section 14.6.2. “Voting”: Addition of text to ensure that sub-section 14.6.2., like sub-section 14.6.1., is consistent with Section 13.6. in clarifying that the votes for NEB members are for elections purposes, not for voting on motions.

#### Original:

##### 14.6 Voting

- 14.6.1. Each member of the National Executive Board including the immediate Past President shall have one vote, as consistent with Section 13.6.
- 14.6.2. No individual shall have more than one vote.
- 14.6.3. At all meetings of the National Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 14.6.4. In the event that an election is not held within three (3) months of the expiration of the Term of members of the National Executive Board, the Officers shall appoint a Nomination Committee of at least three (3) members of the Membership within three (3) months of its appointment.

#### Proposed:

##### 14.6 Voting

- 14.6.1. Each member of the National Executive Board including the immediate Past President shall have one vote, as consistent with Section 13.6.
- 14.6.2. No individual shall have more than one vote, as consistent with Section 13.6.
- 14.6.3. At all meetings of the National Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 14.6.4. In the event that an election is not held within three (3) months of the expiration of the Term of members of the National Executive Board, the Officers shall appoint a Nomination Committee of at least three (3) members of the Membership within three (3) months of its appointment.

**Rationale:** This addition brings section 14.6.1. into accordance with Section 13.6, which specifies that NEB members shall not have the right to vote on motions, but indeed have the right to vote in elections. The Constitution and Resolutions Committee notes that the rationale behind NEB Members not voting on motions is that the motions have already been vetted and approved by the NEB, and that these motions are for the NAJC Membership to vote on.



## MOTION #14 – Audit and Review Committee

### Amendment #2019-80

Section 16.3.6 “Treasurer”: Allows the NAJC the flexibility to have either an audit or a review performed. Currently, the NAJC is strictly bound by the By-Laws to have an audit done. These modifications are intended to enable the NAJC to appoint independent a Chartered Professional Accountant (CPA) to either conduct a review or to conduct an audit of the annual financial statements.

#### Original:

16.3. Treasurer

16.3.6. The Treasurer shall ensure that an audit of the Organization is performed each year and presented at the Annual General Meeting.

#### Proposed:

16.3. Treasurer

16.3.6. The Treasurer shall ensure that an independent review or audit of the financial statements Organization is performed each year and that the report of the independent Chartered Professional Accountants is presented at the Annual General Meeting.

**Rationale:** The By-Laws currently require auditors to be appointed to audit the annual financial statements of NAJC. This is the only “legal” requirement for audit. The *Companies Act* does not require NAJC to file audited financial statements, no bank requires audited financial statements, and if NAJC is successful in obtaining registered charitable status, CRA will not require audited financial statements to accompany the Charities return. For all outside purposes, then, annual financial statements that are reviewed by an independent Chartered Professional Accountant (CPA) are sufficient.

Financial statements must be filed with a T3010 charities return, and the Charities Directorate recommends that charities with income in excess of \$250,000 get their financial statements professionally audited. NAJC’s total revenue has been less than \$25,000 in each of the past two years, and so the recommendation does not apply.

Review engagements are typically around 30% less expensive than audit engagements. This is because the independent practitioner is not required to conduct as many time-consuming procedures in order to comply with his/her professional standards for a review vs audit engagement.

This has not been an issue for NAJC because current auditor, Les Miyazawa, has conducted an audit on a virtually *pro-bono* basis. Because Les Miyazawa is retiring in November 2019, however, the NAJC should consider making the amendments to the By-Laws to allow for flexibility. These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements.



### Amendment #2019-81

Section 23. "Audit and Audit Committee": Allows the NAJC the flexibility to have either an audit or a review performed. Currently, the NAJC is strictly bound by the By-Laws to have an audit done. These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements.

#### Original:

#### 23. Audit and Audit Committee

- 23.1. An audit committee shall be established for the internal review of the financial affairs of the NAJC.
- 23.2. The audit committee shall consist of three persons to be approved by the Membership upon recommendation by the National Executive Board.
- 23.3. The National Executive Board shall recommend persons for the audit committee within one month of assuming office.
- 23.4. The audit committee shall meet at least once a year.
- 23.5. At each AGM, the Membership shall appoint one or more auditors to hold office until the close of the next AGM, and if the Membership fails to do so, the National Executive Board shall forthwith make such appointment.
- 23.6. No person shall be appointed as auditor of the NAJC who is a member of the Membership, member of the Executive Board, officer or employee of the NAJC.
- 23.7. The remuneration of the auditor shall be fixed by the National Executive Board.
- 23.8. The auditor shall make a report to the Membership on the financial statements, to be presented to the Membership at any General Meeting during the auditor term of office and shall state in the report whether in the auditor's opinion the financial statement presents fairly the financial position of the NAJC.

#### Proposed:

#### 23. Audit and Review Audit Committee

- 23.1. An audit and review committee shall be established for the internal review of the financial statements affairs of the NAJC.



PROPOSED AMENDMENTS TO NAJC BY-LAWS

- 23.2. The audit and review committee shall consist of three persons to be approved by the Membership upon recommendation by the National Executive Board.
- 23.3. The National Executive Board shall recommend persons for the audit and review committee within one month of assuming office.
- 23.4. The audit and review committee shall meet at least once a year to review the engagement report prepared by the independent Chartered Professional Accountants appointed by NAJC.
- 23.5. At each AGM, the Membership shall appoint one or more auditors independent Chartered Professional Accountants to hold office until the close of the next AGM, and if the Membership fails to do so, the National Executive Board shall forthwith make such appointment.
- 23.6. No person shall be appointed as independent Chartered Professional Accountants auditor of the NAJC who is a member of the Membership, member of the Executive Board, officer or employee of the NAJC.
- 23.7. The remuneration of the independent Chartered Professional Accountants auditor shall be fixed by the National Executive Board.
- 23.8. The independent Chartered Professional Accountants auditor shall make a report to the Membership on the financial statements, to be presented to the Membership at any General Meeting during the independent Chartered Professional Accountant's auditor term of office ~~and shall state in the report whether in the auditor's opinion the financial statement presents fairly the financial position of the NAJC.~~

**Rationale:** These modifications are intended to enable NAJC to appoint independent CPAs to either conduct a review or to conduct an audit of the annual financial statements. See Amendment #2019-80 for additional rationale.



## MOTION #15 – New Sub-section enabling electronic meetings

### Amendment #2019-82

NEW Sub-Section in Section 20. “General Meetings and Special General Meetings”: Addition of a new sub-section at the end of Section 20 using language adapted from the model By-Laws from Corporations Canada in order to enable the NAJC to electronically hold decision-making Membership meetings.

#### **New Text Proposed:**

20.14. If the NAJC chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Membership, any member entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Laws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Hub has made available for that purpose.

**Rationale:** A narrow interpretation of Section 21.7 of the By-Laws stipulates that members’ “*participation at meetings [...] may not be telephonic, electronic, or other communication facility.*” Given the high cost of travel across Canada, and the significant cost-effectiveness of using virtual communications, it is the Committee’s recommendation that serious consideration should be made to ensure the NAJC can digitally conduct its Annual General Meetings (AGMs) and Special Meetings in order to maximize our financial resources in programming and community development. Shortcomings with the Zoom system – such as difficulties with voting mechanisms, challenges with taking stock of who wishes to speak, and the fact that not everybody is familiar with the platform – can be overcome through formulating solutions via trial and error, or other technological fixes, but should not stand as an obstacle to the NAJC exploring this platform further. The September 2019 AGM was a successful proof of concept to demonstrate that the NAJC can indeed hold electronic meetings to conduct our business. The Japanese American Citizens League (JACL) in the United States has provisions in their By-Laws that allow for proxies, but a limited number for each member (and they also have a provision that states that a proxy fee must be paid, so as to encourage Member Organizations to attend AGMs).



## MOTION #16 – New article to avoid invalidity of contradictory By-Laws provisions

### Amendment #2019-83

NEW Article “Invalidity of Provisions of these By-Laws”: Addition of a new article at the end of the By-Laws using language adapted from the model By-Laws from Corporations Canada in order to avoid contradictory provisions in the By-Laws.

#### **New Text Proposed:**

#### **27. Invalidation of Provisions of these By-Laws**

**27.1 The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions.**

**Rationale:** Given the Constitution & Resolution Committee’s review of the NAJC By-Laws, a number of inconsistencies have been removed, but the risk of there being future provisions in contradiction with one another persists. Accordingly, adopting new text as a new Article at the end of the By-Laws, this addition (adapted from [the model By-Laws](#) from Corporations Canada) can help address this potential for contradicting provisions.