QUESTIONS FOR BYLAW DEVELOPMENT UNDER ONCA
FROM BYLAW BUILDERS

What follows are the questions to be considered in developing ONCA-compliant Bylaws using the "Bylaw Builder" tool available through Nonprofit Law Ontario at:
https://www.cleointeractivehelp.ca/Login/Login.aspx?ReturnUrl=%2fDefault.aspx%3fOrganizationID%3d130%26InterviewID%3dINT-000874&OrganizationID=130&InterviewID=INT-000874

SECTION 1 - DIRECTORS

1. Who elects the Directors?
2. How long do the Directors serve?
3. In what situations does a Director cease holding office before the end of their term?
4. Can the members remove a Director from office?
5. How are Board seats filled when they've been vacated mid-term?
6. How many directors may a quorum of Directors appoint?
7. What if the vacancy means there isn't a quorum of Directors?
8. How long is the term of office for a Director filling a vacancy?
9. Can the Board delegate its powers to a Managing Director or Executive Committee?
10. Who decides on the composition and rules of Board committees?
11. Can we pay Directors for their work as Directors?

SECTION 2 – BOARD MEETINGS

1. Who can call Board meetings?
2. Do we have to give advance notice of Board meetings?
3. How long in advance does the notice have to be given?
4. How should notice be given?
5. When can we have a Board meeting without advance notice?
6. How will voting be conducted at the Board meeting?
7. Can Directors join Board meetings online or by phone?

SECTION 3 – OFFICERS

1. What officers can the Board appoint?
2. Can one person hold more than one office?
3. Who can remove an Officer?
4. For what reasons can an officer be removed?

SECTION 4 – CONFLICTS OF INTEREST

1. Are Directors required to disclose any conflict of interest?
2. Are Directors who have a conflict of interest allowed to vote?

SECTION 5 – MEMBERS

1. Who are the members of the corporation?
2. How does someone become a member?
3. What rights do Members have?
4. How does membership end?
5. How long does membership last?
6. Can members transfer their membership to others?
7. Who can discipline Members or terminate their membership?
8. How much advance notice must the discipliners give the Member?
9. What information should the notice include?
10. Does the member have a right to respond?

SECTION 6 – MEMBERS' MEETINGS

1. When and where will the Annual Members Meeting be held?
2. What will the agenda of the AGM be?
3. How long in advance must notice of the meeting be given?
4. Do members have a right to access financial documents ahead of the meeting?
5. Who can call a Special Member Meeting?
6. Can the Members make the Directors call a Special Members' Meeting? If so, how?
7. Do we have to give advance notice of Members' Meetings? If so, what criteria must it meet?
8. How much detail must the notice include?
9. Can Members join Members' Meetings online or by phone?
10. How many Members need to be at the Members' meetings to conduct official business?
11. What happens if you lose quorum partway through the meeting?
12. Who will Chair Members' meetings?
13. ?????
14. How many votes will be necessary to pass a resolution?
15. How many votes will each Member have?
16. Can Members vote by proxy?
17. How will votes be taken?
18. Will the Chair of the meeting have a vote?
19. What if there's a tie vote?
20. Will abstentions be counted as votes?
21. Does the Chair need to provide Members with advanced notice before a follow-up meeting?
22. Who has a right to attend Members' meetings?

SECTION 7 – NOTICES

1. What are valid ways of sending advanced notice of meeting?
2. Where should notice of meeting be sent?
3. Can the right to notice be waived?
4. Can we count the day notice is sent as part of the total number of days require for advanced notice?

5. What effect does an error or omission have on the validity of the notice?

SECTION 8 - FINANCES AND SIGNING AUTHORITY

1. When does our financial year end?

SECTION 9 – ADOPTION AND AMENDMENT OF BYLAWS

2. What percentage of Member support does it take to change these Bylaws?
3. Can the Board change the Bylaws between Members' meetings?
4. Can the Board create new Bylaw or change the Bylaws on their own?

SECTION 10 – DEFINITIONS AND INTERPRETATION

1. How are important terms defined in this Bylaw?
2. What if something isn't defined above?
3. What of part of the Bylaw is invalid?
4. What if parts of the Bylaw are inconsistent with the Articles or the Act?

NOTES:

1. *You may choose to place Section 10 "Definitions and Interpretation" before Section 1 "Directors"*
2. *Our Club added three sections specific to our own situation:*
    a. *Books and Records*
    b. *Privacy and Confidentiality*
    c. *Dissolution (NB for Public Benefit Corporations).*
3. *: To avoid the default provision that says that Directors need not be Members, we also added a section on Qualifications of Directors requiring that they be Members.*