

Bylaws

Of the Manitoba Council for International Cooperation

Revised as of MCIC Annual General Meeting

6/12/2018

BYLAWS
of the
MANITOBA COUNCIL FOR INTERNATIONAL COOPERATION

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BE IT ENACTED AND IT IS HEREBY ENACTED AS A BYLAW OF THE MANITOBA COUNCIL FOR INTERNATIONAL CO-OPERATION, INC. (hereinafter referred to as "the Council") as follows:

PREAMBLE

1. Name and Purpose of the Organization

- 1.1 **The name of the Council is the *Manitoba Council for International Cooperation* which may also be known as *MCIC* or the *Council*.**
- 1.2 The following articles set forth the Bylaws of the *Manitoba Council for International Cooperation*.

DEFINITIONS & INTERPRETATION

2. Defining and Interpreting the Bylaws

- 2.1 In these bylaws, the following words have these meanings.
 - 2.1.1 Annual General Meeting means the annual general meeting described in Article 10.
 - 2.1.2 Board means the Board of Directors of the Council.
 - 2.1.3 Bylaws means the Bylaws of the Council as amended.
 - 2.1.4 Council means the *Manitoba Council for International Cooperation*.
 - 2.1.5 Director means any person elected or appointed to the Board
 - 2.1.6 General Meeting means the Annual General Meeting and a Special General meeting.
 - 2.1.7 Member means a member of the Council.
 - 2.1.8 Officer means any Officer listed in Articles 35-38.
 - 2.1.9 Special Meeting means the special members meeting described in Article 13.
 - 2.1.10 Resolution means a formal expression of opinion by the members of the Council adopted at the Annual General Meeting.
 - 2.1.11 Voting Member means a Member entitled to vote at the meetings of the Council.

2.2 Interpretation

2.2.1 Headings are for convenience only. They do not affect the interpretation of the Bylaws.

2.2.2 In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

2.3 Meeting Procedure

Subject to the bylaws of the Council, general meetings of the members shall generally be conducted according to the *Robert's Rules of Order* or as otherwise provided by resolution of the membership.

OBJECTS

3. MCIC Objects

3.1 To advise, encourage and support discussion and cooperation among agencies and groups in Manitoba interested in international development;

3.2 To provide a basis for effective communication and action among agencies and groups seeking to increase public awareness of international development issues;

3.3 To support agencies and groups in their activities directed to non-proselytizing international development;

3.4 To raise, receive, administer and allocate funds and other means of support in the interests of public engagement and action;

3.5 To engage in and to facilitate public engagement on international development issues and to support the public engagement efforts of other agencies in Manitoba;

3.6 To act on behalf of specific members, with their approval, in such areas as consultation with governments and other bodies either public or private.

HEAD OFFICE

4. MCIC Head Office

The head office of the *Council* shall be at the City of Winnipeg, in the province of Manitoba and at a location designated by the directors of the *Council*.

MEMBERSHIP

5. Membership in the Council

Membership in the Council shall be open to non-governmental organizations working in Manitoba which support international development cooperation, meet the membership criteria as established by the Board of Directors for each class of membership, and have objectives and programs in harmony with the principles listed below.

5.1 Sustainability

An organization shall have a clear mission, plan of action, and a coherent program with the capacity for on-going monitoring and evaluation to respond to the changing world environment.

5.2 Partnership

An organization shall support the creation of enduring links between peoples/populations on the basis of equality, sharing, reciprocity and mutual respect, and advocate sharing of power with its partners.

5.3 Capacity/commitment to do public engagement

An organization shall demonstrate a commitment and capacity (in human and economic terms) to do public engagement.

5.4 Transparency/accountability

An organization shall be committed to full, open, and accurate disclosure of relevant information concerning its goals, programs, finances, fund-raising and governance.

5.5 Inclusiveness

An organization shall respect the dignity, values, history, religion, and culture of its constituents, partners and beneficiaries (and should have a policy which encourages the participation of all peoples in a respectful environment in accordance with the Manitoba Human Rights Code).

5.6 Integrity

An organization shall recognize that all of its activities impact on the public perception of the international cooperation community, and that it shares a significant responsibility to enhance the public trust of the international cooperation community.

5.7 Governance

- 5.7.1 As a non-profit and voluntary organization, each organization's program shall adhere to principles of governance, volunteer involvement, non-government support, fund-raising and service.
- 5.7.2 An organization shall be governed fairly and responsibly by an independent Board of Directors, or its legal equivalent.

6. Classes of Membership

6.1 There shall be two classes of membership:

6.1.1 *Regular members*

6.1.1.1 Regular members shall be organizations who meet the criteria for regular membership and have been accepted for membership by the MCIC Board of Directors.

6.1.1.2 One (1) accredited representative of each regular member organization in good standing present at an annual or general meeting shall have one vote.

6.1.2 *Affiliate members*

6.1.2.1 Affiliate members shall be organizations who agree with the MCIC principles as listed in Section 5 but do not meet all the requirements of regular membership.

6.1.2.2 They wish to participate for networking purposes and have been accepted by the MCIC Board of Directors.

6.1.2.3 They shall be entitled to receive notice of and attend general member meetings of the Council but shall not be entitled to vote.

7. Acceptance of Members

7.1 The Board of Directors is empowered to approve acceptance of a member.

8. Membership Fees

8.1 The membership fees shall be established and reviewed by the Board of Directors, every three years, or sooner at the Board's discretion.

9. Cessation of Membership

- 9.1 Any member may withdraw from the Council by delivering to the Council a written resignation.
- 9.2 Any membership may be terminated by the Board of Directors for cause, providing that member has the right of appeal to an annual or general meeting. A vote of approval of two-thirds (2/3) of delegates present at the general meeting shall be required to reinstate the member.
- 9.3 Membership of an agency shall be forfeited by:
 - 9.3.1 failing without good cause to attend an annual members meeting, or
 - 9.3.2 failing without good cause to pay required membership dues within the required time, or
 - 9.3.3 failing without good cause to abide by the membership criteria as established by the Board of Directors, or
 - 9.3.4 conducting itself in a manner endangering the reputation of the Council.
- 9.4 If any member withdraws, resigns or is expelled, it shall automatically cease to receive funds from the Council.
- 9.5 Cessation of membership shall in no way relieve a (former) member of any obligations to the Council by virtue of its having been a member, except by specific resolution of the Board to this effect.

MEETINGS OF THE MEMBERS

10. Annual General Meeting

- 10.1 The annual meeting of the members shall be held not more than six months after the end of the fiscal year at a venue to be determined by the Board.
- 10.2 At every annual meeting the business of the meeting shall include the report of the Directors, a presentation of the financial statement and report of the auditor, an election of the Board of Directors, and appointment of the auditor for the ensuing year.
- 10.3 The meeting may deal with other business as specified in the meeting notice.

11. Notice of General Members Meetings

- 11.1 Notice of all general meetings of the members (including the annual general and special meetings) shall be conveyed in writing to every member at their last known address, by whatever method of communication deemed appropriate by the board, at least thirty (30) days before the meeting. Such notice shall include the nature of the business to be transacted.
- 11.2 The accidental failure to give notice to, or non-receipt of notice by, any member shall not invalidate any meeting.

12. Quorum for Meetings

- 12.1 A quorum for the transaction of business at any general or special meeting of members shall consist of one-third (1/3) of the regular membership in good standing-
- 12.2 A quorum shall be determined by the number of regular members present in person only.

13. Special Members Meetings

- 13.1 Any three (3) Directors or the President or any five (5) members shall have the power to call, at any time, a special meeting of the Council, provided due notice is given and the objects of the meeting specified.
- 13.2 Unless such a meeting is called by the Board, no business other than that stated in the notice as objects of the meeting shall be transacted.
- 13.3 Members may participate in Special Members Meetings by Electronic Means provided a communication facility is made available. A member so participating in a meeting is deemed to be present at the meeting. It may be determined that any Special Members Meetings may be held entirely by Electronic Means.

14. Chairperson for General Meetings

- 14.1 The Board of Directors shall name a chair for each meeting.

15. Votes of Members

- 15.1 Votes of members in good standing shall be given in person only.

- 15.2 At all meetings of the Council every question shall be decided by a majority of the votes of the members present, unless otherwise required by the bylaws of the Council or by the Companies Act.
- 15.3 Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member.
- 15.4 The Chairperson declares a resolution carried or lost. This statement is final and is recorded in the minutes, but does not have to include the number of votes for and against the resolution.
- 15.5 If a poll be demanded and not withdrawn, a poll shall be taken at the direction of the Chairperson, and the result shall be deemed the decision of the Council.
- 15.6 In the case of an equality of votes at any general meeting, it shall be deemed to be a tie vote.

BOARD of DIRECTORS

16. Composition of the Board of Directors

- 16.1 The Board of Directors shall consist of not less than eight (8) Directors nor more than twelve (12) Directors, each of whom at the time of election, shall be a representative of a *regular member* agency of the Council.
- 16.2 The membership may, at any annual or special meeting, increase or reduce the limits to the number of Directors, provided that the number of Directors shall not be reduced to less than eight (8).

17. Election of the Board of Directors

- 17.1 Election of Directors shall be by ballot, providing there are more candidates than vacancies. If there are equal or fewer candidates than vacancies, all candidates shall be considered elected.
- 17.2 All members of the Board shall be elected by delegates of *regular member* agencies.

18. Term of Office of Directors

- 18.1 A director shall be elected for a two (2) year term.
- 18.2 A person may serve as Director of the Council for a maximum of three (3) consecutive terms of two (2) years each.

- 18.3 If a director resigns or is removed from office, the Annual General Meeting shall elect a replacement director to complete the remaining portion of that vacated term.
- 18.4 A retiring Director shall retain office until the dissolution or adjournment of the meeting at which their successor is elected, unless such meeting was called for the purpose of removing them from office as a Director, in which case the Director so removed shall vacate office immediately upon passing of the resolution for their removal.

19. Duties of the Board of Directors

- 19.1 The duties of Board members are to include:
- 19.1.1 maintaining the public's confidence in the Council; and
 - 19.1.2 setting and monitoring the goals and policies that direct the program of the Council.

20. Vacancies on the Board of Directors

- 20.1 The office of a Director shall be vacated:
- a) if they cease to be a member of an organization which is a member in good standing of the Council, or if the organization they represent ceases to be a member of MCIC; or
 - b) if by notice in writing to the President of the Council, they resign their office.
- 20.2 Should a vacancy occur in the Board of Directors, the Board may fill the vacancy with a representative of a regular member organization of the Council not already represented on the Board of Directors, to serve until the next Annual General Meeting.
- 20.3 If the vacancies result in the Board falling below the minimum required members, a Special Meeting of the membership shall be called to elect new Board Member(s) to serve until the next Annual General Meeting.

21. Removal of a Director from the Board:

- 21.1 The office of any director shall be automatically vacated if:
- a) after due notification, two-thirds (2/3) of the members of the Council present at an Annual General Meeting or special meeting of the general members vote in favour of a resolution to remove said director;
 - b) the Director misses two (2) consecutive meetings of the Board of Directors without due notice to the Board of their inability to attend;
 - c) the Director ceases to be with the member organization they were serving at the time of their election, unless otherwise determined by the Board of Directors.

22. Board Member Voting Privileges at General Meetings of the Council

- 22.1 Board Members shall not have the right to vote or to be counted in determining a quorum at general or special meetings of general membership.

23. Meetings of the Board of Directors

- 23.1 Directors' meetings may be formally called by the President or by the Secretary or by any three (3) Directors.
- 23.2 The Board of Directors may hold its meetings at any such place or places as it may determine, including by electronic means.
- 23.3 Notice of such meetings shall be e-mailed, mailed, delivered, telephoned, or faxed to each Director not less than seven (7) days before the meeting is to take place.
- 23.4 If all the Directors are present, or if those who are unable to attend have signified their consent to the meeting being held in their absence, no formal notice of any meeting shall be necessary.
- 23.5 Errors or omissions arising through inadvertence in giving notice for a meeting of Directors shall not invalidate such meeting.
- 23.6 Any Directors may, at any time, waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat.
- 23.7 At the first meeting of the Board of Directors held immediately following the election of Directors at a general meeting, or in the case of a director elected to fill a vacancy on the Board, notice of such meeting shall not be necessary to the newly elected Director or Directors in order to legally constitute the meeting provided that a quorum of Directors be present.
- 23.8 Board Members may participate in the meeting by Electronic Means provided a communication facility is made available. A board member so participating in a meeting is deemed to be present at the meeting. The Board may determine that any Board Meetings may be held entirely by Electronic Means.

24. Quorum of Meetings of the Board of Directors

- 24.1 A quorum required for the transaction of business shall be fifty percent (50%) of the members of the Board of Directors.

25. Votes by the Board of Directors

- 25.1 Questions arising at any meeting of the Directors shall be decided by a majority vote which can be conducted at a Meeting of the Board of Directors or by electronic means.
- 25.2 Each Director shall be entitled to one (1) vote, except for the Chair of the Board Meeting. The chair shall vote only in the case of a tie vote.
- 25.3 All votes at any Directors' meeting shall be taken by ballots if so demanded by any Director present, but if no demand is made, the votes shall be taken in the usual way, by assent or dissent.
- 25.4 A declaration by the Chairperson that a resolution has been carried, and an entry to that effect in the Minutes, shall be primary evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against such resolution.
- 25.5 A resolution in writing signed personally by all the directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

26. Limitation of Debt Incurred by the Board of Directors

- 26.1 The Board shall, subject to the by-laws and directions given it, by majority vote at any meeting of the members properly called and constituted, have full control and management of the business and affairs of the Council, but not to incur debts or obligations to the Council totalling more than ten thousand (\$10,000) dollars in aggregate without approval of the membership.

27. Number of meetings of the Board of Directors

- 27.1 The Board of Directors shall meet at least four (4) times annually.

28. Remuneration of the Board of Directors

- 28.1 The Directors shall receive no Directors' fees, but they shall be entitled to be paid the travelling and other expenses properly incurred by them in connection with the affairs of the Council and in attending meetings of the Council.

29. Protection and Indemnity of Directors and Officers

- 29.1 Each Director or Officer holds office with protection from the Council. The Council indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Council. The Council does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 29.2 No Director or Officer is liable for the acts of any other Director, Officer or Employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Council. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in their role for the Council, unless the act is fraud, dishonesty or bad faith.
- 29.3 Directors or Officers may rely on the accuracy of any statement or report prepared by the Council's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

30. Appointment and Duties of the Executive Director

- 30.1 The Board of Directors may employ an Executive Director.
- 30.2 The Board may delegate to the Executive Director full authority to manage and direct the business and affairs of the Council (except such matters and duties as, by law, must be transacted or performed by the Board of Directors or by the members in a general meeting) and to employ and discharge agents and employees of the Council, or may delegate to the Executive Director any lesser powers.
- 30.3 The Executive Director shall conform to all lawful orders given by the Board of Directors of the Council.
- 30.4 The Executive Director shall, at all reasonable times, give to the Directors, or any of them, all the information they may require regarding the affairs of the Council.

EXECUTIVE COMMITTEE

31. Composition of the Executive Committee

- 31.1 The Directors shall elect, at the first meeting following each Annual General Meeting, from among themselves the following officers plus one member at large:
1. One (1) President
 2. One (1) Vice-President
 3. One (1) Secretary; and
 4. One (1) Treasurer

32. Duties of the Executive Committee

- 32.1 All votes of the Executive Committee are covered by the bylaws in Section 25 of this document.
- 32.2 The Executive Committee acts on behalf of the Council between meetings of the Board of Directors, but does not have the power to repeal, vary, add to or amend the Bylaws of the Council.
- 32.3 The President, at each meeting of the Board of Directors, shall provide to the Directors all minutes of the meetings of the Executive Committee since the most recent meeting of the Board of Directors.
- 32.3 The Board of Directors may, in cases where the Board is of the opinion that the Executive has acted contrary to the policies and the objectives of the Council, rescind or amend a decision or resolution by the Executive Committee, provided that such action does not infringe on the rights of third parties. In the latter case, the Board may not take action, but may dismiss members of the Executive.

33. Removal of the Executive Committee

- 33.1 Members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time.

34. Quorum of the Executive Committee

- 34.1 Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum.

DUTIES of OFFICERS

35. President

- 35.1 The President of the Board of Directors shall preside at all Board meetings and Executive Committee meetings, and shall act as one of the spokespersons for the Council. The President shall see that all orders and resolutions are put into effect.

36. Vice-President

36.1 The Vice-President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President.

37. Treasurer

37.1 The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council, and shall deposit all monies and other valuable effects in the name and to the credit of the Council and in such depositories as may, from time to time, be designated by the Board of Directors.

37.2 The Treasurer shall disburse the funds of the Council as may be ordered by the Board of Directors.

37.3 The Treasurer shall render an account of all financial transactions and of the financial position of the Council.

37.4 The Treasurer may, with the consent of the Board of Directors, delegate duties to employees of the Council and shall perform such other duties as may, from time to time, be determined by the Board of Directors.

38. Secretary

38.1 The Secretary shall be responsible for the minutes of the Board and Executive meetings and shall ensure that appropriate records of minutes are maintained within the offices of the Council.

38.2 The Secretary may, with the consent of the Board of Directors, delegate duties to employees of the Council and shall perform such other duties as may, from time to time, be determined by the Board of Directors.

COMMITTEES

39. Composition of Nominations Committee

- 39.1 The Board of Directors shall appoint a minimum of two (2) person Nominations Committee which shall be drawn from the member organizations of the Council and which shall be chaired by a director of the Board.
- 39.2 The Nominations Committee shall be appointed annually, at least four (4) months prior to the Annual General Meeting.

40. Duties of the Nominations Committee

- 40.1 The Committee shall solicit nominations to the Board of Directors and may recommend procedures for the election of the Board of Directors and the Executive Committee.

41. Composition of the Resolutions Committee

- 41.1 The Board of Directors shall appoint a Resolutions Committee which shall be drawn from the member organizations of the Council and which shall be chaired by a director of the Board.
- 41.2 The Resolutions Committee shall be appointed annually, at least two (2) months prior to the Annual General Meeting.

42. Formation of Other Committees

- 42.1 The Board of Directors shall have the authority to appoint such committees as it may see fit, composed of such persons as it may see fit, and whether members of the Board of Directors or not, the duties and terms of such committees shall be those designated by the Board.

MANITOBA GOVERNMENT MATCHING GRANT PROGRAM

43. Allocation of MGMGP funds

- 43.1 The funds, or portion thereof, received by the Council in the form of the Manitoba Government Matching Grant Program (MGMGP) are in no way to be considered the property of the Council, except for the amounts referred to in bylaw #43.3.

- 43.2 Eligibility for and access to MGMGP funds shall be determined by the MGMGP criteria as established by the Board of Directors.
- 43.3 An agency eligible to receive MGMGP funds agrees to remit to the Council an amount designated by the Board, to be no greater than ten percent (10%) of the funds received by that agency from the MGMGP. This remittance shall be used by the Council to supplement the cost of administering the fund and facilitating public engagement in Manitoba.
- 43.4 Approval of the general membership shall be required to increase the required remittance beyond ten percent (10%.)
- 43.5 Manitoba Government Matching Grant Program funds shall be divided among the eligible agencies in an equitable manner according to a formula recommended by the Board and approved by an Annual General Meeting.
- 43.6 Changes to the formula must be circulated to the membership thirty days in advance of the Annual General Meeting.

FINANCE and OTHER MANAGEMENT MATTERS

44. Contracts, Documents and other Instruments of the Council

- 44.1 All contracts, documents, or any other instrument in writing requiring the signature of the Council, shall be signed by any one of the President, Treasurer, or designated officers of the Board and/or designated senior staff, and cheques shall be signed by any two (2) of the above.
- 44.2 The Board of Directors may, by resolution, appoint other senior staff to sign cheques and contracts for operations already approved by the Executive Committee or Board of Directors.
- 44.3 All contracts, deeds, documents, and instruments in writing so signed shall be binding upon the Council without any further authorization or formality.

45. Borrowing Powers

- 45.1 For the purpose of carrying out its objectives, the Council may borrow or raise or secure payment of money in such manner as it sees fit, subject to the limitations specified in the bylaws of the Council or by any resolution of the Board or the membership.

46. Fiscal year

- 46.1 The fiscal year-end of the Council shall be March 31st.

47. Audit of Accounts

- 47.1 The books of account and records of the Council shall be audited at least once each year by a duly qualified accountant.
- 47.2 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Council.

48. Minute Books and Other Records

- 48.1 Senior staff shall maintain and have charge of all necessary books and records of the Council required by the bylaws of the Council or by any statute to be kept.
- 48.2 All accounts and books of the Council shall be open to inspection by the Board of Directors and the members upon request and upon reasonable notice.

RESOLUTIONS and AMENDMENTS

49. Resolutions

- 49.1 A resolution shall refer to a formal expression of opinion by the members of the Council adopted by the Annual General Meeting.

50. Bylaw Amendments

- 50.1 Bylaw amendments may be proposed by the Board, or by any member agency submitting a proposal to the senior staff, forty-five (45) days prior to the Annual General Meeting.
- 50.2 Written notice of proposed amendments must be sent to all member agencies at least thirty (30) days prior to the annual meeting.
- 50.3 A two thirds (2/3) majority of member agencies present shall be required to amend the bylaws.