



# By-laws - Proposed Amendments

## Notification to Members, May 2021

### Introduction/Background

TEAM's By-laws were most recently updated in 2000, and the Constitution in 2010. In the fall of 2020, the International Director and some executive directors, while working to implement various aspects of the Vision and Strategy Plan, recognized outdated terminology and technology reflected in the current governing documents. In November 2020, the International Director presented to the Board Development Committee an initial draft of proposed amendments.

At the November 2020 meeting of the International Board of Directors, a decision was made to convene a task force for a more comprehensive review of TEAM's By-laws and Constitution, in order to present a list of proposed amendments for the board's consideration at its February 2021 meeting.

**At the February 2021 board meeting, three proposed amendments to the By-Laws were approved by the Board of Directors to be presented to the membership for a vote at the July 2021 annual meeting.** This complies with Article V of the By-Laws which states that the board must consider amendments at least four months prior to the annual meeting, and notification must be provided to all voting members of TEAM at least 30 days prior to the annual meeting at which final action is to be taken. If approved by a two-thirds proxy vote, amendments to the By-laws will go into immediate effect after the annual meeting.

At the February 2021 meeting, the Board of Directors also approved five proposed amendments to the Constitution. According to Section X of the Constitution, amendments must be presented at an annual meeting and not acted upon until the following annual meeting. Therefore, members will be notified of the proposed Constitutional changes during the July 2021 annual meeting, to be voted upon at the 2022 annual meeting.

### List of Proposed Amendments to the By-laws, for Approval at July 2021 Annual Meeting

The following list summarizes three proposed amendments to the By-laws. The rationale and revised wording for the amendments are outlined on the following pages. Each of the proposed amendments will be individually presented on the voting form/proxy.

1. Amend the By-laws (Article I, Sections 1 and 2) to allow for notification of annual and/or special meetings by any form of communication (i.e., can be done by email).
2. Amend the By-laws (Article I, Section 4) to clarify the means by which board members are counted in the quorum at board meetings (i.e., not necessarily by telephone connection) and add female pronouns to include female board members.
3. Amend the By-laws (Article IV, Section 1) to update the authorizations according to modern protocols.

# Proposed Amendments to TEAM By-laws

## Rationale and Revised Wording

The following pages provide the rationale and recommended wording for the proposed amendments.

## Terminology & Technology Updates

### 1. Amend the By-laws (Article I, Sections 1 and 2) to allow for digital notification of annual and/or special meetings.

- a. Current By-laws require a paper notification in the mail. In light of digital communication options, email would be a more cost effective means of notification.
- b. Proposed amendment: use the phrase “any form of communication.”

#### I. MEETINGS

Section 1. The annual meeting of the members shall be held each year at such time and place as may be determined by the board of directors, due notice of which shall be given by mail by the secretary to the members not less than 30 days or more than 60 days prior to the meeting.

Section 2. Special meetings of the members may be called at any time by the board of directors, through its chairperson or secretary, on 30 days' written notice which shall include the purpose of such meeting.

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Section 1. The annual meeting of the members shall be held each year at such time and place as may be determined by the board of directors, due notice of which shall be given by **written notice in any form of communication** ~~mail~~ by the secretary to the members not less than 30 days or more than 60 days prior to the meeting.

Section 2. Special meetings of the members may be called at any time by the board of directors, through its chairperson or secretary, on 30 days' written notice **in any form of communication** which shall include the purpose of such meeting.

### 2. Amend the By-laws (Article I, Section 4) to clarify the means by which board members are counted in the quorum at board meetings.

- a. Current requirement of “telephone connection” does not align with current technology.
- b. Proposed amendments: change the phrase “by a telephone connection” to “by any means” and add female singular pronouns to include female board members.

#### I. MEETINGS

Section 4. Fifty members present shall constitute a quorum at any members' meeting, and a majority of directors shall constitute a quorum at a meeting of the board of directors. In determining a quorum, a member of the board of directors shall be counted present in person if he or she shall participate in the board meeting by a telephone connection which enables him to hear the proceedings and enables all other participants to hear him.

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## Proposed Amendments to TEAM By-laws

### **3. Amend the By-laws (Article IV, Section 1) to update the authorizations according to modern protocols.**

- a. The phrase “contracts and other documents” is so broad that it would include items such as the water cooler lease and the office cleaning agreement. By noting such things will be handled in accordance with structures and policies of the board, it allows for board control by mechanisms such as the Global Asset Management Policy.
- b. Currently, the board has allowed one person to sign documents on behalf of the board and TEAM. The change from two persons to one would keep the process more efficient and align practice with the governing documents.
- c. Proposed amendments: add a qualifier regarding the asset management policies and clarify the procedures as reflected in the copy below.

#### **IV. AUTHORIZATIONS**

Section 1. All deeds of conveyance, trust deeds, mortgages, promissory notes, contracts, and other documents, when authorized by the board of directors, or its executive committee, shall be executed on behalf of TEAM by two officers, either the chairperson or vice- chairperson and the secretary or vice-secretary and the corporate seal affixed; provided, however, that the board of directors may grant authority to any two administrative officers of TEAM acting jointly to sign any necessary documents including checks.

Section 1. All deeds of conveyance, trust deeds, mortgages, promissory notes, ~~contracts, and other documents,~~ **(and agreements to enter same) which are subject to the relevant asset management policies adopted by the board of directors,** when authorized by the board of directors or its executive committee, shall be executed on behalf of TEAM by two officers, either the chairperson or vice-chairperson and the secretary or vice-secretary, and the corporate seal affixed; provided, however, that the board of directors may grant authority to ~~any two administrative officers of TEAM acting jointly~~ **an administrative officer of TEAM** to sign any necessary related documents ~~including checks.~~ **Other contracts and authorization of cash disbursements will be made in accordance with an internal control structure and policies as approved by the board of directors or a committee of such.**