

## Amend Bylaws 19.2.4 and 19.2.7 (Executive Session and Minutes)

### Rationale:

As currently written, these two By-laws do not blend together. They should be consistent with the obligations under our non-profit status. Our minutes are already available to our members. Making the change to 19.2.7 would allow the minutes to still be published with exclusion of any information that may be considered confidential in our discussions while in Executive Session.

As for 19.2.4, in practice, we don't really treat complaints against non-members any differently and memberships may lapse for a few months between renewals.

There is no longer a need for Standing Rule 109.2.7 with the revisions to the above By-Laws and also the Board Governance Policy.

### Pros:

Brings the Bylaws into line with current practice – since separate Executive Session minutes have not been created for many years.

### Cons:

A Director's duty of confidentiality is now just implied rather than explicitly stated if the Standing Rule is deleted.

Potentially excludes any minuting of outcomes from Executive Session

### Rule Amendments to Bylaws:

19.2.4 All meetings shall be open to the public unless the matter under discussion concerns personnel matters or contract negotiations, or is of a sensitive business nature related to business strategy for the organization, or is of such a nature that it may be embarrassing, derogatory or humiliating to ~~a member~~ **an individual**, in which case the Board of Directors may go into closed session.

19.2.7 The full minutes, ~~except any minutes relating to charges, complaints, or protests which have been found to be groundless,~~ **excluding specific information that may be discussed under Article 19.2.4**, of the meetings of the Board of Directors shall be provided to any member upon the request of that member and payment by the member of the cost of reproducing and mailing those minutes.

### If the above changes pass, the following Standing Rule shall be deleted:

~~109.2.7 Restrictions. All matters restricted under ARTICLE NINE, 19.2.8 will be printed in a confidential addendum to the minutes with the admonition that information contained therein is prohibited from dissemination to any persons. "All members and officials of the Board in Executive Session are admonished that all matters discussed in Executive Session may NOT be disseminated orally or electronically or in any other manner."~~