

## Bylaw Changes – April 19, 2020 Annual General Meeting

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Text to be added is formatted in bold with italics and underlined

### Revision 1: Board of Directors: Section 10.4 Board Composition

#### Original

10.4 Composition: The Board of Directors will be composed as follows:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Five (5) Directors-at-Large
- vi. Liaisons to the Board of Directors: From time to time, the Board may appoint Liaisons to the Board of Directors. These positions shall have no voting rights.
- vii. Immediate Past-President: The Board may appoint the immediate Past-President of the organization to the Board of Directors. This position shall have voting rights.

#### Proposed Change

10.4 Composition: The Board of Directors will be composed as follows:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Five (5) Directors-at-Large
- vi. Liaisons to the Board of Directors: From time to time, the Board may appoint Liaisons to the Board of Directors. These positions shall have no voting rights.
- vii. Immediate Past-President: The Board may appoint the immediate Past-President of the organization to the Board of Directors **providing they maintain their membership in the organization. In the event that the President is re-elected to the position of President, there may be no immediate Past-President position.** This position shall have voting rights.

#### Rationale

The additional information in the proposal for 10.4 was originally included in section 22, but is no longer pertinent to that section.

## Revision 2: Section 22: Officers

### Original

#### OFFICERS

22. Officers: Following each Annual General Meeting, the Board of Directors shall meet and elect from amongst themselves, a President, a Vice-President, a Secretary and a Treasurer. The immediate Past-President may be appointed following his/her term as President, providing they maintain their membership in the organization. In the event that the President is re-elected to the position of President, there may be no immediate Past-President position on the Executive. The term of each executive officer shall be one year.

### Proposed Change

#### EXECUTIVE OFFICERS

22. **Executive** Officers: Following each Annual General Meeting, the Board of Directors shall meet and elect from amongst themselves **four Executive Officers**; a President, a Vice-President, a Secretary, and a Treasurer. The term of each executive officer shall be one year.

### Rationale

The Executive committee has been dissolved and therefore must no longer be referenced. However, the President, Vice-President, Secretary, and Treasurer are now to be considered Executive Officers to distinguish these positions from the other Board Directors. The clause that has been removed has been repositioned in 10.4 Board Composition with the exception of the words "on the Executive" which has been struck from the bylaw as it is no longer valid.

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## Revision 3: Executive Committee and Other Committees: Section 29.1 Executive Committee

### Original

#### COMMITTEES

### 29. Executive Committee and Other Committees

29.1 There shall be an Executive Committee of the Board consisting of the President, Vice-President, Secretary and Treasurer. The Chief Executive Officer shall be an ex officio member of the Executive, but will not have a vote or count in the quorum. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board. The Executive will communicate all decisions reached by the committee to the Board. The Executive Committee shall meet as required and shall have a quorum of 3 members.

29.2 There shall be such committees of the organization as the Board of Directors may from time to time by Bylaw or Resolution determine. The Chairperson of such committee shall be responsible for the discharge of the function of the committee and shall be appointed

by resolution of the Board of Directors. The Chairperson of each committee shall attend at meetings of the Directors and shall provide reports from time to time as required.

- 29.3 All committees may meet by telephonic, electronic or other communication facility, consistent with the law and policy adopted by the Board of Directors and maintained from time to time.

#### Proposed Change

#### 29. **COMMITTEES**

29.1 There shall be such committees of the organization as the Board of Directors may from time to time by Bylaw or Resolution determine. The Chairperson of such committee shall be responsible for the discharge of the function of the committee and shall be appointed by resolution of the Board of Directors. The Chairperson of each committee shall attend at meetings of the Directors and shall provide reports from time to time as required.

29.2 All committees may meet by telephonic, electronic or other communication facility, consistent with the law and policy adopted by the Board of Directors and maintained from time to time.

#### Rationale

**As the Executive Committee has been dissolved, the heading of the section has been revised to reflect committees of the board, the clause regarding the Executive Committee has been removed and the numbering of the existing clauses has been revised accordingly.**

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#### **Revision 4: Section 34: Signing Officers**

##### Original

34. Signing Officers: For the purpose of directing the financial affairs of Pharmacists Manitoba Inc. the Signing Officers shall be the *members of the Executive* and the Chief Executive Officer, *excluding the immediate Past-President*. The Chief Executive Officer will have signing authority for the normal operation of the administrative office up to a limit of \$10,000. Except for funds required for the normal operation of the administrative office, all cheques issued on behalf of the organization shall bear the signatures of at least two of the Signing Officers. Whenever practical the Chief Executive Officer shall be one of the co-signers.

##### Proposed Change

34. Signing Officers: For the purpose of directing the financial affairs of Pharmacists Manitoba Inc. the Signing Officers shall be the **Executive Officers** and the Chief Executive Officer. The Chief Executive Officer will have signing authority for the normal operation of the administrative office up to a limit of \$10,000. Except for funds required for the normal operation of the administrative office,

all cheques issued on behalf of the organization shall bear the signatures of at least two of the Signing Officers. Whenever practical the Chief Executive Officer shall be one of the co-signers.

**Rationale**

**For consistency, when referencing the President, Vice-President, Secretary, and Treasurer (as in section 34), the term “Executive Officers” should be employed. There is no need to state that the Past President does not have signing authority as that position is not listed as an Executive Officer.**

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