**THE BOOTMAKERS OF TORONTO**

**AMENDMENT TO BY-LAW NO. 1**

The following Resolution was moved by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and seconded by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_:

RESOLVED that the following amendments to By-law No. 1 of the By-laws of the Foundation, as previously amended to date, be approved:

1. The following provisions of By-law No. 1 be amended by making the changes opposite the relevant section number shown highlighted, or otherwise defined, in the table below:

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| **Provision to be amended** | **Action** | **New Provision** |
| 3.1 | **DELETE:**  **Number and Quorum**. The affairs of the Society shall be managed by a board of 13 Directors. No person who is not a member of the Society shall be eligible to become or be a Director. A majority of the Directors shall form a quorum for the transaction of business. | **INSERT:**  **Number and Quorum.** The affairs of the Society shall be managed by a board of seven Directors. No person who is not a member of the Society shall be eligible to become or be a Director. A majority of the Directors shall form a quorum for the transaction of business. |
| 3.2 | **DELETE:**  **Composition**. One Director shall be elected as the President of the Society and one as the First Vice-President. Ten Directors shall be Directors-at-large. The immediate Past-President shall automatically be a Director. For the purposes of this By-law “immediate Past-President” means the person who held the position of the President immediately before the person who is the current President. The immediate Past-President will cease to be a member of the Board when the then current President retires, or is otherwise replaced. A vacancy in the position of immediate Past-President shall not be filled except by election or appointment of a new President. | **INSERT:**  **Composition.** (a) One Director shall be elected as the President of the Society.  (b) The immediate Past-President shall automatically be a Director. For the purposes of this By-law “immediate Past-President” means the person who held the position of the President immediately before the person who is the current President. The immediate Past-President will cease to be a member of the Board when the then current President retires, or is otherwise replaced. A vacancy in the position of immediate Past-President shall not be filled except by election or appointment of a new President.  (c) The remaining persons to be elected shall be Directors-at-large.  (d) There shall be no limit on the number of terms a person may serve as Meyers. |
| 3.5 | **DELETE:**  provided that if any vacancy shall occur for any reason in this paragraph contained, a quorum of the Board may fill the vacancy for the remainder of the vacated term with a member of the Society. If there is no quorum of Directors, the remaining Directors shall forthwith call a meeting of members to fill the vacancies. | **INSERT:**  provided that if a vacancy shall occur for any reason set out above, except in the position of immediate Past-President, a quorum of the Board may fill the vacancy for the remainder of the vacated term with a member of the Society. If there is no quorum of Directors, the remaining Directors shall forthwith call a meeting of members to fill the vacancies. |
| 4.1 | **DELETE:**  **Enumerated**. The officers of the Society shall be the President, the First Vice-President, the Secretary and the Treasurer. Other positions may be created by by-law. In default of the election of any officer at any time the then incumbent of the office shall continue to hold, office until a successor is elected. The officers, other than the President and First Vice-President may, but need not be Directors. Officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members in which the Directors are elected and shall hold office until their successors are appointed in their stead. Officers other than the President or First Vice-President are subject to removal by the Board. | **INSERT:**  **Enumerated**. The officers of the Society shall be the President, the Vice-President, the Secretary and the Treasurer. Other positions may be created by by-law. In default of the election of any officer at any time the then incumbent of the office shall continue to hold, office until a successor is elected. The officers, other than the President and Vice-President may, but need not be Directors. Officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members in which the Directors are elected and shall hold office until their successors are appointed in their stead. Officers other than the President are subject to removal by the Board. |
| 4.2 | **DELETE:**  **Duties of President and First Vice-President**. The President shall preside at all meetings, when present. The President shall further be charged with the general management and supervision of the affairs and operations of the Society, and in particular, and without limiting the generality of the foregoing, shall be responsible for the arrangement of all gatherings of the Society and the programme thereat. The President, with the Secretary or other person appointed by the Board for the purpose, shall sign all by-laws and all membership certificates. During the absence of the President, the duties and powers of the same shall be exercised by the First Vice-President, and if the First Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be thereby presumed. | **INSERT:**  **Duties of President (“Meyers”)**. The President shall preside at all meetings, when present. The President shall further be charged with the general management and supervision of the affairs and operations of the Society, and in particular, and without limiting the generality of the foregoing, shall be responsible for the arrangement of all gatherings of the Society and the programme thereat. The President, with the Secretary or other person appointed by the Board for the purpose, shall sign all by-laws and all membership certificates. |
| 4.3 | **DELETE:**  **Second Vice-President.** The Second Vice-President, if any, shall be a member or employee of the Toronto Public Library Board, associated with its Arthur Conan Doyle Collection, and shall serve the Society in an advisory capacity. | **INSERT:**  **Duties of Vice-President (“Shoehorn”). T**he duties and powers of the President, when absent, shall be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be thereby presumed. The Vice-President shall work closely with the President and help with any presidential duties that need support. It is hoped that the Vice-President will consent to succeed the President, but this is not mandatory. |
| 6.7 | **New Proxy Form** | The form of Proxy attached as Schedule “A” to the By-law is deleted and replaced with the form attached as Schedule “A” to this resolution. |
| 8.9 | **DELETE:**  **Awards meeting.** In every calendar year the Society shall hold a meeting designated the “awards meeting”, at which awards of Master Bootmaker status, Honorary Membership, and the like shall be presented if any are due. Such awards may in appropriate circumstances also be presented at other meetings of the Society. The awards meeting shall unless otherwise provided by the Board, be held as a dinner as close as practicable to the last Saturday in January of each year at a suitable location in the City of Toronto. | **INSERT:**  **Awards meeting.** In every calendar year the Society shall hold an awards meeting at a suitable location in the City of Toronto, at which awards of Master Bootmaker status, Honorary Membership, and the like shall be presented if any are due. Such awards may also be presented at other meetings of the Society. |
| 8.10 | **DELETE:**  **Other meetings.** In addition to the awards meeting, the Society shall hold not fewer than four nor more than eight other meetings in each calendar year. Dates of such meetings shall be set by the Board, and shall be communicated to the members not less than three weeks in advance. | **INSERT:**  **Number of meetings.** The Society shall hold not fewer than four (4) nor more than eight (8) other meetings in each calendar year. Dates of such meetings shall be set by the Board, and shall be communicated to the members not less than three weeks in advance. |
| 9.1 | **DELETE:**  Titles.  (a) The President of the Society may be known as “The Present Mr. Meyers” or “Meyers, Toronto” or “Meyers”.  (b) The immediate Past-President may be known as “The Previous Mr. Meyers” or “The Previous Meyers”. Persons who preceded that person in the presidency, whether or not they are now Directors, shall collectively be known as “Former Messrs. Meyers”.  (c) The First Vice-President may be known as the “Right Shoehorn”.  (d) The Second Vice-President may be known as the “Left Shoehorn”.  (e) The Treasurer may be known as the “Bootjack”.  (f) The Secretary may be known as the “Bootlace”. | **INSERT:**  **Titles.**  (a) The President of the Society may be known as the “Present Meyers”, “Meyers, Toronto” or “Meyers”  (b) The immediate Past-President may be known as the “Previous Meyers”. Persons who preceded that person as President, whether or not they are now Directors, shall collectively be known as “Former Meyers”.  (c) The Vice-President may be known as the “Shoehorn”.  (d) The Treasurer may be known as the “Bootjack”.  (e) The Secretary may be known as the “Bootlace”. |
| 9.5 | **DELETE:**  **Nominating committee**.  (a) There shall be a nominating committee which shall consist of The Present Mr. Meyers, The Previous Mr. Meyers and The Future Mr. Meyers, who shall have been selected as hereinafter provided, and this committee shall meet in or about the month of October each year. The unavoidable absence of one of those persons shall not invalidate actions taken under this and succeeding sections, but should more than one of them be unavailable, the Board shall appoint other persons to act in their stead. The nominating committee shall having solicited applications and advice from members of the Society and considered all such advice and applications, recommend persons to be Directors for the year then about to begin. Such recommendations shall indicate the Office or position of Director-at-large to which each individual is nominated.  (b) The committee shall, if possible, make its nominations so that a Bootjack shall serve in office for no less than three consecutive years.  (c) The nominations shall be reported to the annual meeting of the Society, which shall elect Directors in accordance with this by-law.  (d) The same process shall be used for the nomination and appointment of such officers, pursuant to previous sections of this article, as the nominating committee may see fit to propose. | **INSERT:**  **Nominating Committee**.  (a) In or about the month of October each year, the Present Meyers, the Previous Meyers and the Shoehorn, shall constitute a committee for the purpose of nominating a President and directors for election at the upcoming annual general meeting of the Society. The nominating committee, having solicited applications and advice from the Board and members of the Society and considered all such advice and applications, shall recommend to the Board the persons to be nominated for the coming year.   It should be stressed that it is the responsibility of the entire Board to recommend and fill all the Board positions, including the President, for the coming year.  (b) The nominations shall be reported to the annual meeting of the Society, which shall elect Directors in accordance with this by-law.  (d) The same process shall be used for the nomination and appointment of such officers, pursuant to this By-law, as the nominating committee may see fit to propose. The nominating committee shall, if possible, make its nominations so that a Bootjack (Treasurer) may serve in office for more than one year. |
| 9.6 | **DELETE:**  **Future Mr. Meyers**. (a) There shall be a Future Mr. Meyers, who is the person expected to be President in the year next succeeding the current year, but such person shall have no claim on the office of President unless subsequently elected thereto.  (b) When it makes its nominations as prescribed in the preceding section, the nominating committee shall also recommend a Future Mr. Meyers, who shall be the same person as the nominee to be First Vice-President.  (c) The committee shall make its nominations so that no person shall serve as Meyers a second time until five years have elapsed after the end of such person's most recent term as Meyers.  (d) The Future Mr. Meyers may at any time be removed from that office by a vote of the Society, but such removal shall not affect his or her status as a Director or, if that be the case, as Right Shoehorn. Should The Future Mr. Meyers die, resign or be removed from office after being selected but before becoming Meyers, a replacement shall be chosen by vote of the Society pursuant to the recommendation of The Present and Previous Meyers, in consultation (when possible) with the person who preceded the Previous Mr. Meyers in that office. | **INSERT:**  **Future Meyers.** The nominating committee shall, if possible, recommend a Future Meyers, who shall in that case be the same person appointed as Vice-President by the Board, but such person shall have no claim on the office of President unless subsequently elected thereto. |

2. By-law No. 1, as amended to date, shall be consolidated with this By-law and all prior amendments thereto, and shall be designated as “By-Law No. 1 of the By-laws of the Society”. The Directors may make non-substantial grammatical and stylistic amendments to the consolidated By-law as may be appropriate.

3. The changes to the General By-law shall not come into effect until they have been approved by special resolution of the Members of the Society.

Passed by the Board of Directors at a meeting held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2017

Chair Secretary

Confirmed without variation by a special resolution of the Members of the Society on ●, 2017

Chair Secretary

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