

Proposed Changes to BIO Bylaws

Approved by the BIO Board at their May 2009 Meeting

For Approval at the 2010 BIO AGM

As part of their role in organizational governance, the BIO Board regularly reviews the bylaws to ensure that they are accurate and reflect the needs of the organization to be successful in meeting its mandate. The current bylaws were approved at the 2008 AGM and represented a significant shift from the past bylaws. When the Board reviewed these bylaws in early 2009, they found several errors, limitations to good business and statements that could be confusing. The table below documents the wording changes that the Board has approved and recommends for ratification at the 2010 AGM, along with the rationale and benefit for each change.

Current Bylaw	Issue	Proposed Change	Benefit of Change
Mission: To provide data management services to enhance the competitive position of the beef industry	Our goal is to enhance the competitive position of our clients. In addition, these may not all be beef producers. Also, “management services” is vague.	Mission: To provide our clients with products and services that help them make better business decisions toward profitability.	Clarifies our role
Goals: To develop and deliver management programs that enable the industry to respond to increased food safety demands, as well as capitalize on marketing opportunities.	As above	Goals: To develop and deliver services that enable our clients to respond to increased food safety demands, as well as capitalize on marketing opportunities.	As above
1.01 Membership There shall be two (2) classes of members in the Organization whose rights and privileges, duties and liabilities are more fully set forth herein. The two classes of members are hereby designated as hereafter referred to as: a) Regular Members b) Associate Members	The Board recommends that there be one class of Members.	Delete 1.01 wording and replace with: A member is any person who is a bona fide Ontario beef cattle producer who purchases BIO’s beef or laboratory services or products	Clarifies that an Ontario beef producer using our lab services is a member. This also removes “Regular” membership (see changes below)

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<p>1.02 Regular Member A regular member is any person who is a bona fide Ontario beef cattle producer who purchases BIO's services or products and whose account is in good standing.</p>	It is not clear that a client of our lab division that meets the other criteria is a member.	Remove 1.02 and incorporate into wording for new 1.01 (see above)	Clarifies membership
<p>1.03 Voting rights of a Regular Member</p>	Regular members shall be entitled to cast one vote at any annual or special meeting. 1.03.01 Each regular member, with proper documentation, may carry forward up to three (3) proxy votes on behalf of regular members unable to attend a meeting.	Remove the word regular throughout	Consistent with changes in 1.01
<p>1.04 Associate Member An Associate Member is any person, including estates, partnerships, companies, co-operatives, corporations or associations who subscribes to the mission and goals of the Organization and who is not otherwise a bona fide Ontario beef cattle producer and, therefore, eligible for regular member status.</p>	The Board recommends that there be one class of Members.	Delete 1.04	Consistent with changes in 1.01
<p>1.05 Voting Rights of an Associate Member An Associate Member may attend any annual or special meeting of the Organization and shall be entitled to participate in the discussion of the affairs of the Organization, however, associate members are not entitled to vote.</p>	The Board recommends that there be one class of Members.	Delete 1.05	Consistent with changes in 1.01
<p>1.06 Holding Office</p>	Only a person who is a regular member...	Remove reference to Regular Member throughout	Consistent with changes in 1.01
<p>2.03 Notice of Meetings ... to each member by sending prepaid mail notice shall be given by mailing it to each member...</p>	Requirement to mail causes undue cost and resource use.	...to each member by email, mail, fax or other method... ...notice shall be given by email, mail, fax or other method to each member...	Reduces cost and administrative time required

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2.06 Voting Procedures The method of voting will be determined by a motion at the meeting.	This has not been followed and a subsequent statement indicates that a majority vote rules.	Remove this sentence.	Removes a requirement that we do not follow and does not add value.
3.00 Electoral Regions 3.01 Voting For the purpose of electing Directors for the Organization, all regular members shall be entitled to vote.	Since we do not have electoral regions and with the changes above, we do not have different classes of members, this section is redundant.	Remove 3.00 and 3.01	This change is consistent with the changes above.
4.03.01 Nominations ... shall mail to each member...	Requirement to mail causes undue cost and resource use.	... shall deliver to each member by email, mail or fax...	Reduces cost and administrative time required
4.03.03 Nominations ... slate of nominees shall be mailed to each member...	Requirement to mail causes undue cost and resource use.	... slate of nominees shall be delivered by email, email or fax...	Reduces cost and administrative time required
5.11 Voting	The text does not state the voting position of the Chair (i.e. do they vote on motions; in the event of a tie only; or not at all)	Insert new sentence as second last: The Board will seek consensus on issues and as such the Chair will not vote. In the event of a tie, the motion will be lost, pending further discussion and subsequent votes.	This clarifies the role of the Chair with respect to voting and clearly outlines the need for full discussion leading to as much consensus as possible.
5.18 Conflict of Interest Members of the Board and members of their immediate families shall not be employed by the Organization as per the Conflict of Interest Guidelines of the Organization	Statement can stand on its own without reference to Guidelines	Members of the Board and members of their immediate families shall not be employed by the Organization.	Adds strength to statement
6.08 Number of Terms A Director shall not hold the position of President for longer than two (2) consecutive terms.	This can be interpreted as the President having a maximum stay of 2 or 6 years. This was clarified at the 2009 AGM as meaning 2 terms as Director, adding to six years maximum as President.	A Director shall not hold the position of President for longer than two (2) consecutive terms, totaling six (6) years.	Makes bylaw consistent with 2009 AGM interpretation
7.02 Notice (Bylaws and Amendments) ... shall be sent... by registered mail or courier...	Requirement to mail causes undue cost and resource use.	... shall be sent... by registered mail, email, fax or courier...	Provides flexibility and recognizes the way the board works now.

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7.03 Effective Date (Bylaws and Amendments) Refers to 8.03.01 and 8.03.02 then 8.04 and 8.05.	This is an error	Should refer to 7.03.01 and 7.03.02 then 7.04 and 7.05.	Corrects error
7.06 Repeal (Bylaws and Amendments) Refers to 8.07 and 8.08	This is an error	Should refer to 7.07 and 7.08	Corrects error
7.07 Exception (Bylaws and Amendments) Refers to 8.06	This is an error	Should refer to 7.06	Corrects error
8.02 Seal The seal which is impressed hereon shall be the seal of the Organization.	BIO does not have a seal	Delete 8.02 and renumber all o section 8 accordingly	Clarity
8.03 Execution of Documents	The corporate seal of the Organization shall, when required, be affixed to documents executed in accordance with the foregoing.	Delete this sentence	Consistency with removal of 8.02
8.12 Effective Date (Current Changes) ... enacted as Bylaw Number 3... ... approved without variation by the majority affirmative vote...	Need to reflect these changes Bylaw changes require a 2/3 vote not a majority	... enacted as Bylaw Number 4... ... approved without variation by the required affirmative vote...	Maintains correct version number. Clarifies that 2/3 vote was attained Change year as well.