

B23 - Bylaw 21 Directors (E) - Sponsored by Board of Directors

Rationale

Phase Two (2) of the comprehensive review of the PIPSC Bylaws has been completed. As part of this phase, the following bodies were consulted:

- Board of Directors
- Advisory Council (AC)
- Bylaws and Policies Committee (BLPC)
- Retired Members' Guild (RMG)
- PIPSC staff

The linked summary provides a side-by-side comparison of the Bylaws and is organized as follows:

- **Column 1 – Bylaw wording as of the 2025 AGM**
- **Column 2 – Proposed wording for consideration at the 2026 AGM**
- **Column 3 – Explanation and clarification of the proposed changes, where applicable**

Please note that some proposed changes to the French version may differ from those identified in the English version. As part of this review, the Institute is also taking the opportunity to ensure that the English and French versions of the Bylaws are consistent and convey the same meaning.

Be it resolved that the Institute Bylaws be revised as follows:

BY-LAW 21 DIRECTORS

Approved at the AGM 2025	Proposed for the AGM 2026	Clarification
~~21.1 Term of Office~~ Elected Directors shall be elected for a term of three (3) years. ~~21.2 Distribution~~ Four (4) Elected Directors shall be from the National Capital Region; one (1) elected Director from each of the Regions outside the National Capital Region, and one (1) Elected Director shall be elected by the Advisory Council. ~~21.2.1~~ A Regional Director shall not be a member of a Group, Sub-Group, Branch, Guild or Chapter Executive. ~~21.3 Remuneration~~ Only the Annual General Meeting has the authority to determine the remuneration for Elected Directors. 21.4 Vacancy ~~21.4.1~~ If a position of elected Director becomes vacant, the Board shall, subject to the recommendation of the AG or the Regional Executive concerned, fill such vacancy, by appointment, until the vacancy is filled by election. ~~By Law 21.2.1 is not applicable until the election.~~ ~~21.4.2 Insufficient Nominations~~ Notwithstanding the above, vacancies that occur as a result of insufficient nominations shall, subject to the recommendation of	7.6 The Board shall consist of the President, the four (4) Vice-Presidents and the ten (10) Directors, and shall be elected for a term of three (3) years. 7.10 Four (4) Elected Directors shall be from the National Capital Region, one (1) Elected Director shall be from each of the Regions outside the National Capital Region, and one (1) Elected Director shall be elected by the Advisory Council. The Regional Directors shall not be a member of a Constituent Body Executive, except for their Regional Executive. 7.10.1 Only the Annual General Meeting has the authority to determine the remuneration for Elected Directors. 7.10.2 If a position of Elected Director becomes vacant, the Board shall, subject to the recommendation of the Advisory Council Steering Committee or the Regional Executive concerned, fill such vacancy, by appointment, until the vacancy is filled by election.	New 7.6 would replace current 15.1, current 19.1, current 20.1 and current 21.1 New 7.10 would replace current 21.2 and current 21.2.1 New 7.10.1 would replace current 21.3 New 7.10.2 would replace current 21.4.1

the AG Steering Committee or the Regional Executive concerned, be filled by appointment by the Board. ~~21.5 Leave of Absence for Just Cause~~ When an Elected Director is absent with just cause for a fixed period of more than two (2) months but will return to their position prior to the expiry of the term of office, the Board may, at its discretion and subject to the recommendation of the AG Steering Committee or the Regional Executive concerned, fill the position by appointment for the period during which the Elected Director is absent. ~~By Law 21.2.1 is not applicable during the absence of an elected Director.~~ ~~21.5.1~~ When a Director is absent with just cause for a fixed period of more than two (2) months and whose term of office will expire while on leave of absence, the Board may, at its discretion and subject to the recommendation of the AG Steering Committee or the Regional Executive concerned, fill the vacancy by appointment until expiry of the term of office, provided that the regular election is not scheduled to take place within three (3) months of such appointment. ~~In this case, By Law 21.2.1 is not applicable for the acting period. A special election must be called if the duration of a term is greater than twelve (12) months following a declaration of vacancy.~~ ~~21.6~~ Allegations of misconduct, as set out in By Law 24, made against a Director shall be dealt with in accordance with the Policy on Conduct.	7.10.2.1 Notwithstanding the above, vacancies that occur as a result of insufficient nominations shall, subject to the recommendation of the Advisory Council Steering Committee or the Regional Executive concerned, be filled by appointment by the Board. 7.10.2.2 When an Elected Director is absent with just cause for a fixed period of more than two (2) months but will return to their position prior to the expiry of the term of office, the Board may, at its discretion and subject to the recommendation of the Advisory Council Steering Committee or the Regional Executive concerned, fill the position by appointment for the period during which the Elected Director is absent. 7.10.2.3 When an Elected Director is absent with just cause for a fixed period of more than two (2) months and whose term of office will expire while on leave of absence, the Board may, at its discretion and subject to the recommendation of the Advisory Council Steering Committee or the Regional Executive concerned, fill the vacancy by appointment until expiry of the term of office, provided that the regular election is not scheduled to take place within three (3) months of such appointment.	<i>New 7.10.2.1 would replace current 21.4.2</i> <i>New 7.10.2.2 would replace current 21.5</i> <i>New 7.10.2.3 would replace 21.5.1</i> <i>Moved in the election BL</i>
---	---	--

	7.11 Allegations of misconduct, as set out in these By-Laws, made against a member of the Board, shall be dealt with in accordance with the Policy on Conduct.	New 7.11 would replace current 19.6.1, current 20.6.1 and current 21.6
--	--	--