

Beaver Creek Housing Co-op (Waterloo), Inc.

Bylaw No. 12 COVID-19 Emergency Bylaw

Article 1: About this By-Law

1.1 Introduction

Some of the rules in the *Co-operative Corporations Act* have been changed during the COVID-19 emergency. The changes are temporary. The emergency rules are in a Schedule of the *Co-operative Corporations Act*. The Schedule is attached to this Bylaw. This Bylaw states how these temporary changes will be put into effect by the co-op.

1.2 Priority of this Bylaw

This Bylaw governs over the Organizational Bylaw, the Occupancy Bylaw and other co-op bylaws if there is a conflict.

1.3 Timing of this Bylaw

(a) Start of this Bylaw

This Bylaw is retroactive. It starts on March 17, 2020. Anything that was done after March 17, 2020 that is permitted under this Bylaw is considered legal and effective. This includes, if applicable, approval of a budget and housing charges and the start date for changed housing charges.

(b) End of this Bylaw

This Bylaw ends when the Ontario government ends the emergency and the Schedule to the *Co-operative Corporations Act* ends.

Article 2: Confirming Past Actions

2.1 Confirmations

The co-op confirms and ratifies the following actions that happened before this Bylaw was enacted:

(a) Budget and housing charges

Between April 1, 2020 and the day this Bylaw was enacted members voted on a budget for 2020 and housing charges starting November 1, 2020. The budget distributed July 29, 2020 and the list of housing charges distributed July 29, 2020 are confirmed.

2.2 Special Meanings

(a) **Declared emergency**

The “declared emergency” is a time period set by the government as stated in the *Emergency Management and Civil Protection Act*. It started on March 17, 2020 and will end when the government decides.

(b) **Electronic connections**

“Electronic connections” includes telephone calls or messages, electronic mail, transmission of data or information through computer networks or any other similar means. The full definition is in the Schedule to the *Co-operative Corporations Act*. The government can pass a regulation adding to this list.

(c) **Mail voting**

Mail voting includes voting through ordinary mail, internal mail and delivery or pick-up. Procedures are stated in this Bylaw or set by the board of directors.

(d) **Present**

“Present at a meeting” includes those who are present in person or electronically.

Article 3: Members’ Meetings

3.1 Electronic Meetings

Members’ meetings can be held by electronic connections as long as all members who attend the meeting can communicate adequately with each other. All members who connect in this way are considered to be present at the meeting and count in the quorum.

3.2 Quorum at Members’ Meetings

(a) **Quorum required**

There must be a quorum at each members’ meeting. This includes members who are connected electronically. The quorum has to be present at the start of any vote, but not when the result is announced.

(b) **Reduced quorum**

The quorum during the declared emergency will be reduced to 50 percent of the normal quorum at members’ meetings, unless paragraphs (c) or (d) applies.

(c) **Reduced quorum for counting ballots**

There will be a reduced quorum when the only business at a members’ meeting is counting ballots and announcing the result. The reduced quorum will be five members, but any member can attend electronically.

(d) **Reduced quorum for part of a meeting**

There will be a reduced quorum for any part of a members’ meeting where ballots are counted and the result announced. The reduced quorum will be five members, but any member can attend electronically. Examples would be:

- at the end of a meeting where ballots are counted after the quorum stated in paragraph (a) has left, or
- during a pause in a meeting where some members have left the room or disconnected.

3.3 Election Meetings

Elections will have three parts.

(a) **Nomination process**

Nominations will be via nomination forms only. If there are more candidates than vacancies, then secret ballot voting and an election meeting will be held.

(b) **Secret ballot voting**

After the nomination process, the board will distribute ballots and explanations on how to cast the ballots. This will include a deadline. Ballots received after the deadline won't be counted. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

A. An example would be ballots in marked or coded envelopes. The envelopes would left by members in a special box or in the co-op office's delivery box.

(c) **Election meeting**

The board will call a members' meeting to count the ballots and announce who is elected. At the meeting, the only business will be:

- checking to see that there is only one ballot from each member and putting the ballot in a box without identifying who it came from,
- counting the ballots, and
- announcing the results.

3.4 Budget Meetings

(a) **Advance voting**

The board will distribute an agenda including copies of the budget, any related information and any proposed motion or resolution about housing charges or other things. It will also include ballots and explanations for advance voting and a deadline for receiving ballots before the meeting. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

(b) **Budget questions**

Members can ask advance questions about the budget or the financial position of the co-op. The board will answer them within two days, if possible, The questions and answers will be posted on a bulletin board and will be sent to all members by e-mail.

(c) **Budget meeting**

The budget meeting must have quorum. Any member who is present can vote at the meeting. Voting is not secret. At the meeting, members will be asked how they vote on each motion. The chair will then:

- check to see if there is an advance ballot from that member and discard it if the member is voting at the meeting,.
- count the ballots and the votes at the meeting, and
- announce the results.

Counting will be done at the meeting so all members can see that it is done correctly.

(d) **Amendments and new motions**

No amendments will be permitted at the members' meeting to a motion or resolution that was distributed in advance. No new motions will be permitted if they would change the effect of a motion that was distributed in advance.

3.5 Annual and Other Members' Meetings

The agenda will include any proposed motion or resolution that the board knows about. Voting, amendments and new motions will be as stated in section 3.4 (Budget Meetings).

3.6 Members' Meetings with Secret Ballots

(a) **When to use secret ballots**

This section applies where something would normally be decided by secret ballot. It also applies if the members at a meeting decide by a two-thirds majority to have a secret ballot. In that case the ballots will be counted at the next members' meeting.

(b) **Secret ballot voting**

The board will distribute an agenda that includes the proposed motion or resolution, ballots and explanations on how to cast the ballots. This will include a deadline. Ballots received after the deadline won't be counted. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

A. An example would be ballots in marked or coded envelopes. The envelopes would left by members in a special box or in the co-op office's delivery box.

(c) **Counting ballots**

The board will put the item on the agenda for a later members' meeting. At that meeting:

- the ballots will be checked to see that there is only one ballot from each member and putting the ballot in a box without identifying who it came from,
- counting the ballots, and
- announcing the results.

Counting will be done at the meeting so all members can see that it is done correctly.

3.7 Other Motions at Members' Meetings

(a) **Kinds of meetings**

The different kinds of meetings referred to in this Bylaw can be combined when appropriate.

(b) **Postponing for advance voting**

If an admissible motion is made at a members' meeting, those present can vote on it or decide to postpone voting to another meeting to allow for advance voting. A motion to postpone for advance voting requires a two-thirds majority.

3.8 E-mail Voting

In addition to what is stated in this Article, the board can make arrangements for voting by e-mail or in other electronic ways in addition to the ways stated in this Bylaw if:

- there is no reasonable possibility of double voting or voting by the wrong person,
- secrecy can be maintained for secret ballots, and
- there is no significant cost.

Article 4: Annual Meeting

4.1 Postponement

If the last day for the co-op's annual meeting is during the declared emergency, the board can postpone the meeting until up to 90 days after the emergency ends.

Article 5: Directors

5.1 Term of Office

If the annual election meeting where directors are normally elected would be during the declared emergency, the board can postpone the election until the next annual meeting. The term of office of all directors will be extended until the end of that meeting. The extension will not count in determining whether directors are eligible for re-election.

5.2 Electronic Board Meetings

Board meetings can be held by electronic connections as long as all directors who attend the meeting can communicate adequately with each other. All directors who connect in this way are considered to be present at the meeting and count in the quorum.