

# BY-ELECTIONS POLICY

## GENERAL

**1.01 Purpose.** The purpose of this policy is to direct the Board on how to proceed when a Director resigns or leaves the Board prior to an annual general meeting.

### 1.02 Definitions.

- 1. Co-Chairs:** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
- 2. Director(s):** Members who sit on the Board of Directors that govern IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
- 3. IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
- 4. Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.

## RESIGNATION

**2.01 Written Notice.** If a Director chooses to resign prior to the completion of their term, they are required to provide the Board with a minimum thirty (30) days written notice.

## TERMINATION

**3.01 Written Submission.** If a Director or member believes, for any reason, that another director can no longer impartially or ethically remain on the Board, the director or member must submit their request to terminate the Director in writing to the Co-Chairs.

**3.02 Reason for Complaint.** The request to terminate must include why the writer believes that the Director in question can no longer remain on the board.

**3.03 Complaint regarding Co-Chair.** If a request to terminate is to be raised about one or more of the Co-Chairs, the matter can be taken to two other sitting members of the Board.

**3.04 Reasonable Grounds.** Once the Co-Chairs receive a request to terminate, they shall determine whether the request is based on reasonable grounds. If not, the Co-Chairs are not required to proceed.

**3.05 Board Vote.** If the Co-Chairs believe that the request to terminate is based on reasonable grounds, they shall bring the request to the Board for a vote at the next monthly board meeting.

**3.06 Co-Chair to make Complaint.** If the Co-Chairs wish to make a request to terminate, they can bring the request directly to the Board.

**3.07 Majority Rule.** If a resolution is passed by fifty one percent (51%) of the members present at the meeting, the Director shall be removed from office.

#### **FILLING A VACANCY**

**4.01 Board Vote.** If there is a vacancy on the Board, the Board may, by majority vote, elect to fill the vacancy with a new Director at any monthly board meeting.