



Pinpoint Governance Group

Summary of Proposed Changes to ARIDO By-Laws September 26, 2023

Pinpoint Governance Group (PGG) was contracted to conduct a professional review of ARIDO's by-laws and to ensure compliance with the new *Ontario Non-Profit Corporations Act* (ONCA), which came into effect in October 2021.

PGG used a model by-law builder template as agreed upon by ARIDO and the salient parts of ARIDO's by-laws no. 1 to 5 were moved into the new proposed by-laws.

PGG and ARIDO held several review meetings to refine the drafts. The following is a summary of some key differences in the new draft versus current by-laws:

Section	Proposed Changes
General / throughout document	<ul style="list-style-type: none">• Made the by-laws gender neutral.• Changed President Elect to Vice President• Changed Vice President-Finance to Treasurer• Renamed Board of Management to Board of Directors• Removed Board of Governors – we propose they serve as an advisory committee• Some sections of current by-laws will be moved to board policies such as Officer role descriptions, committee descriptions, etc. and other sections will be moved to operational policies such as membership rules.
2.04 Filling Vacancies	<ul style="list-style-type: none">• Added that member votes may be performed electronically.
2.07 Nominating Committee	<ul style="list-style-type: none">• Removed wording around independent returning officer (not used).• Allow for electronic voting.
3.04 Chair	<ul style="list-style-type: none">• In the absence of the Chair, the Vice Chair will preside at meetings, failing that, another member of the Executive Committee.
5.01 Officers	<ul style="list-style-type: none">• Added that presidential candidates can be a Registered Member who has contributed significantly to the profession of Interior Design.
9.04 Quorum	<ul style="list-style-type: none">• Reduced quorum from 20% to 10%.