

### Operating Bylaw

Change #	Existing Bylaws	Revisions	Impact or Change
1.	Pre-amble Operating By-laws	Removal of entire section – existing text can be moved to the website	Removal of redundant information – modernization of by-laws
2.	Section 1.00 – A, The Association	Removal of 3 and 4 – existing items do not reflect actual practice	Added new 3. – to allow for modernization and flexibility of application.
3.	Section B – The Objects of the Association	Removal of entire section B, a) – e)	The objects are typically in letters patent, supplementary patent, or original articles of incorporation. This is not included ONCA model bylaws, and most organizations are not including these in by-laws.
4.	Section 2.00 Definitions, A	Removal of title A	<p>Removed Title: Definitions in This By-law and in other By-laws of the Association</p> <p>Removed A. 1 – The definitions set out in the Act (Namely, association, annual meeting, Board, by-law, general meeting, IDO, registered, executive director and registrar, special meeting, student) shall apply to this and other By-laws of the Association.</p> <p>And replaced with</p> <p><i>In this by-law, unless the context otherwise requires:</i></p>
5.	Section 2.00 Definitions	Definitions removed, amended or new ones added to modernize and align with ONCA	<p>The following definitions were removed: Active member, Board of Governors, Governor, Fees, Inactive, Interior Designer and Treasurer.</p> <p>The following new definitions were added: ARIDO Communities, Associations, Board, By-laws, Chair, Corporation, Educator, Intern, ONCA, Person, Registered, Registrar and Student.</p> <p>The Following definitions were amended:</p>

			<ul style="list-style-type: none"> <li>- Director</li> <li>- Member</li> <li>- Officer</li> </ul>
6.	B. Interpretation	This has been amended to align with ONCA	Act in this section now means ONCA.
7.	New Section – 1.03, 1.04, 1.05 and 1.06	Sections as required under ONCA	<p>1.3 SEVERABILITY AND PRECEDENCE</p> <p>1.4 Head Office – no revised language, existing language moved to this section.</p> <p>1.5 Seal – revised language – simplified and in compliance with ONCA requirements.</p> <p>1.6 Execution of Documents – formerly section 4.00, A, with revised verbiage as per ONCA requirements</p>
8.	Section 3.00 Board of Management	Change in title of Board	Change from Board of Management to Board of Directors. This is to align with other areas of the By-laws. I.e., Election of Directors and removal of Directors
9.	Section 2 - Directors	Section 2 – The Board	Modernization of language and changes to Executive committee titles per ONCA requirements.
10.	2.02 Election and Term	New section created	Existing parts of the by-law integrated here – modernize language – adherence to ONCA requirements.
11.	2.03 Vacancies	New section created	Existing parts of the by-law integrated here – modernize language – adherence to ONCA requirements.
12.	2.04 Filling Vacancies	New Section created	Modernization of language and adherence to ONCA requirements.
13.	2.05 Board Policies	New Section created	Formerly section 7.00 Committees – Modernization of language and adherence to ONCA

14.	Committees	Removal of Membership Committee,	These to now be treated like all other Committees – Terms of Reference developed and approved annually by the Board.
15.	Nominating Committee	Revisions to original text	Removed wording around independent returning officer (we have not been following this protocol and it's not required under ONCA, so it's been removed).  Added verbiage to allow for electronic voting which is now supported by ONCA.
16.	2.08 Chapters	New section – ARIDO Communities	Chapter By-law No. 5 will be dissolved.  New section Communities will be placed in section 2.08.  The shift to Communities will enable us to treat Communities like Committees and thus will fall under a new Board Policy versus dictated by the By-laws. This allows for flexibility and alignment with other ARIDO Board Policies such as the Committee's Policy
17.	2.09 Renumeration for Directors	New Section	Modernization of language and adherence to ONCA requirements
18.	Section 3 – Board Meetings	4.01 Calling of Meetings	Modernization of language and adherence to ONCA requirements
19.	Section 3 – Board Meetings	4.02 Regular Meetings	Modernization of language and adherence to ONCA requirements
20.	Section 3 – Board Meetings	4.03 Notice	Modernization of language and adherence to ONCA requirements
21.	Section 3 – Board Meetings	Section 4.04 Chair	New language – Chair presides at meeting and where they cannot, the Vice Chair will. Failing the

			Vice Chair, another member of the Executive = Treasurer, Secretary or Past President.
22.	Section 3 – Board Meetings	Section 4.05 Voting	Chair now gets a vote but does not get a second vote in the event of a tie and cannot put a motion forward.
23.	Section 3 – Board Meetings	Section 4.06 Participation by Telephone or other Communications Facilities	Formerly Section L of the original by-laws – condensed language. Modernization of language and adherence to ONCA requirements.
24.	Section 4 – Financial	Sections 5.01 Banking & 5.02 Financial Year	Consolidation of former By-law 2. Borrowing and Investing By-law. Modernization of language and adherence to ONCA requirements.
25.	Section 5 - Officers	Sections 6.01 Officers & 6.02 Office Held at Board's Discretion	<p>Consolidation of language from former By-law 1 Operations, Section 3, D.</p> <p>Modernization of language and adherence to ONCA requirements</p> <ul style="list-style-type: none"> <li>• Changed President Elect to Vice President</li> <li>• Changed Vice President-Finance to Treasurer</li> </ul>
26.	Section 6 – Protection of Directors and Officers	Section 7.01 Protection of Directors and Officers	<p>Consolidation of language from former By-law 1 - Operations, Section 3, G,</p> <p>Modernization of language and adherence to ONCA requirements</p>
27.	Section 7 – Conflict of Interest	Section 8.01 Conflict of Interest	<p>Consolidation of language from former By-law 1 - Operations, Section 3, F,</p> <p>Modernization of language and adherence to ONCA requirements</p>
28.	Section 8 – Members	Section 9 Members	Consolidation of language from former By-law 3 - Membership,

			Modernization of language and adherence to ONCA requirements. <i>NOTE: No changes made to membership criteria or how one qualifies.</i>
29.	Section 8 – Members	Sections 10.6 Disciplinary Act or Termination of Membership for Cause	Consolidation of language from former By-law 4 - Complaints and Discipline
30.	Section 9 Members' Meetings	Section 11 Annual Meeting	Modernization of language and adherence to ONCA requirements
31.	Section 9 Members' Meetings	Section 11.02 Special Meetings of Members	Consolidation of language from former By-law 1 - Operations, Section 6, D,  Modernization of language and adherence to ONCA requirements.
32.	Section 9.03	Section 11.03 Notice	Consolidation of language from former By-law 1 - Operations, Section 6, K,  Modernization of language and adherence to ONCA requirements.
33.	Section 9.04	Section 11.04 Quorum	Consolidation of language from former By-law 1 - Operations, Section 6, F,  Adherence to ONCA requirements.  Reduced quorum from 20% to 10%.
34.	Section 9.05	Section 11.05 Chair of the Meeting	New Section – outlines protocol for Chair of the Board when presiding at Members Meetings.
35.	Section 9.06	Section 11.06 Voting of Members	New Section – outlines protocol for voting of members at a Members meeting  Adherence to ONCA requirements

36.	Section 9.07	Section 11.07 Adjournments	Consolidation of language from former By-law 1 - Operations, Section 6, G,  Modernization of language and adherence to ONCA requirements.
37.	Section 9.08	Section 11.08 Persons Entitled to Be Present	New Section – outlines protocol for who may attend a member meeting.  Adherence to ONCA requirements.
38.	Section 10 - Notices	Section 12 Notices	New Section – Notice of Service  Adherence to ONCA requirements.
39.	Section 10 – Notices	Section 12 Error or Omission in Giving Notice	New Section – Notice of Service  Adherence to ONCA requirements.
40.	Section 11 – Adoption and Amendment of By-laws	Section 13 – Adoption and Amendment to By-laws	Consolidation of language from former By-law 1 - Operations, Section 8,  Modernization of language and adherence to ONCA requirements
41.	By-laws 1 to 5	<p>Majority of changes include consolidation into new Operating By-law and/or transfer of sections of existing By-laws into Board Policies as follows:</p> <ul style="list-style-type: none"> <li>- Executive Committee (<i>reference in By-laws and included in Board Policy</i>)</li> <li>- President (<i>role description</i>)</li> <li>- President-elect (<i>role description</i>)</li> <li>- Past-President (<i>role description</i>)</li> <li>- Vice-President Finance (<i>role description</i>)</li> <li>- Secretary (<i>role description</i>)</li> <li>- Executive Director and Registrar (<i>position descriptions – to be separated out into 2 roles</i>)</li> <li>- Board of Governors (<i>Committee – Role description</i>)</li> <li>- Members of Board of Governors (<i>Committee – Role Description</i>)</li> <li>- Membership Committee (<i>remove completely – role has changed – see existing terms of reference</i>)</li> </ul>	

		<ul style="list-style-type: none"> <li>- Inactive members – <i>(new Board Policy)</i></li> <li>- Non-Resident <i>(new Board Policy)</i></li> <li>- Membership Application <i>(new Board Policy)</i></li> <li>- Membership Application Hearing <i>(remove entirely – consult with OAA)</i></li> <li>- Decision of the Membership Committee <i>(reove entirely – does not transfer – consult with OAA)</i></li> <li>- Privileges of Membership <i>(Board Policy)</i></li> <li>- Restrictions on the Use of Title <i>(Board Policy)</i></li> <li>- Fees and Dues <i>(Board Policy)</i></li> <li>- Resignation of Membership <i>(Board Policy)</i></li> <li>- Termination of Membership <i>(Board Policy)</i></li> <li>- Non-Payment of Dues <i>(Board Policy)</i></li> <li>- Reinstatement of Membership <i>(add language to existing reinstatement policy)</i></li> <li>- Notice of Change of Status <i>(Board Policy)</i></li> <li>- Liability Insurance <i>(add to Liability Insurance Requirements Policy)</i></li> <li>- Professional Development <i>(add to PD Board Policy)</i></li> <li>- Practice Review <i>(consult with OAA)</i></li> <li>- Investment By-Laws <i>(Board Policy)</i></li> <li>- Standards of Practice <i>(Board Policy)</i></li> </ul>
--	--	--