

Bylaws & Policy Committee Terms of Reference

Objective:	To set Terms of Reference for the Bylaws & Policy Committee as sanctioned by the Board of Directors.
Context:	The Bylaws & Policy Committee acts on behalf of the Board to maintain and keep relevant the societies' bylaws, and ensure policies are developed which guide the operation of SEAWA in accordance with its Objects, bylaws and strategic planning.
Authority:	The Bylaws & Policy Committee derives its Authority through delegation of responsibilities from the Board, through passed motions, and through these Terms of Reference.

<u>Name:</u>	SEAWA Bylaws & Policy Committee
<u>Type:</u>	This Committee is: standing.
<u>Chair:</u>	The Chair of this Committee is chosen by the Committee members and endorsed by the Board. The Chair does not need to be a SEAWA Director.
<u>Purpose:</u>	The intent of this Committee is to review, edit and create SEAWA's bylaws and policies. This Committee will oversee the communication of bylaw amendments to the Board and Membership for approval at Annual General Meetings (AGM) or Special Meetings, and the adoption of amendments into the societies' bylaws. This Committee will present drafted policies to the Board for adoption, track revisions and oversee the maintenance of SEAWA's policies.
<u>Decisions:</u>	Decisions of the Committee will be by consensus. If not possible, decisions will be made based on voting as identified for the Board in the bylaws.

Timeframes, Reporting and Deadlines:

Bylaws

Existing bylaws and proposed amendments will be reviewed by the Committee no less than once per year, or as requested by Board. New wording will be drafted and presented to the Board for approval. Amendments will then be sent to the

SEAWA Membership prior to the Annual General Meeting or Special Meeting, and voted on at the meeting by the Membership. Approved amendments will then be adopted into the bylaws and a copy of the amendments shall be forwarded by the Executive Director to the Registrar of Societies under the *Society Act*.

A proposed bylaw amendment must be submitted in writing to the SEAWA Chair not less than thirty (30) days prior to an AGM or Special Meeting. To comply with this, the Committee will provide the Board with the proposed amendment(s) by the last Board meeting at least one month prior to the AGM or Special Meeting. This Committee will oversee that written notice of a proposed amendment(s) be sent to the Membership at least twenty-one (21) days prior to the AGM or Special Meeting. Such notice will include the text of the proposed amendment and the date, time and place of the meeting at which the amendment will be considered.

Policies

This Committee will review existing policies for consistency, relevancy and to identify gaps no less than once per year, or as requested by the Board. Revisions and new policies will be drafted and presented to the Board for approval as they arise. Approved revisions and policies will be adopted into the existing library of SEAWA's policies and made available to the membership within thirty (30) days of their approval.

Composition: The Committee shall be comprised of not less than four (4) SEAWA members, one of which must be a SEAWA Director. To the extent possible, the Committee shall include members who have experience relevant to the work of the Committee. Technical experts will be consulted as required and encouraged to participate on the Committee. The term for Committee members is indefinite; as long as they are a SEAWA member in good standing, approved by the Committee and the Board and willing to participate according to SEAWA's Guiding Principles and the terms of the Committee, they are welcome.

Resources Required:

This Committee will require minimal, if any, financial resources. What will be required is time on the part of Committee members and support from SEAWA staff (particularly, the Executive Director). Staff support will be required on an as-needed basis and will be communicated in a timely fashion. Any additional resources will be proposed to the Board as they arise.

Meetings: The Committee will meet as required (at the discretion of the Chair or by order of the Board) but no less than twice per year. Meetings may be in-person, by conference call or online.

Approval Date: 9February2022

Review Date: Review of these Terms of Reference will be done annually starting from the date

of approval by the Board.