Proposed Amendment	Clean Version	Rationale
Table of Contents – numbering, sections and headings.	To be amended, throughout, to reflect modernized amendments.	
1.3 Definitions "**Annual Meeting or Annual General Meeting**" means a duly called business meeting of the Members, and called each year pursuant to this Bylaw "**Bylaw or Bylaws**" means this document of LSTAR, in force and effect, and which may be amended from time to time, "**Employed**" has the meaning set out in TRESA; **DELETED**: "ITSO" means Information Technology Systems or any successor organization; "LSTAR" means the London and St. Thomas Association of REALTORS®; "**Good Standing**" means a Member who is in compliance with all requirements established under LSTAR's Articles of Incorporation (or equivalent), Bylaw, and policies (which includes Rules and Regulations);	**1.3 Definitions** "**Annual Meeting or Annual General Meeting**" means a duly called business meeting of the Members, and called each year pursuant to this Bylaw. "**Bylaw or Bylaws**" means this document of LSTAR, in force and effect, and which may be amended from time to time. "**Employed**" has the meaning set out in TRESA. **"Good Standing**" means a Member who is in compliance with all requirements established under LSTAR's Articles of Incorporation (or equivalent), Bylaw, and policies (which includes Rules and Regulations); **NEW**: "LSTAR" refers to the London and St. Thomas Association of	Clarity, conciseness, accuracy, reduce misunderstandings, and align with industry.

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"**Ordinary Resolution**" means a resolution passed by a majority of the votes cast, by Members in Good Standing, on that resolution, or that is consented to by each member of LSTAR entitled to vote at a Meeting of the Members. "**Policy or Policies**", subject to ONCA, refers generally to two categories: (1) Rules and Regulations, governance activities, and other membership requirements established by the Board; and (2) operational policies established by the CEO that support the administration and day-to-day management of LSTAR. Neither category requires ratification by the Membership. Each may be amended from time to time and take effect immediately upon approval. "**Special Resolution**" : has the meaning as defined in ONCA.	REALTORS®, the association for which this Bylaw applies. "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast, by Members in Good Standing, on that resolution, or that is consented to by each member of LSTAR entitled to vote at a Meeting of the Members. "**Policy or Policies**" subject to ONCA, refers generally to two categories: (1) Rules and Regulations, governance activities, and other membership requirements established by the Board; and (2) operational policies established by the CEO that support the administration and day-to-day management of LSTAR. Neither category requires ratification by the Membership. Each may be amended from time to time and take effect upon approval. "**Special Resolution**" has the meaning as defined in ONCA.	

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	NEW: "Telephonic or electronic" (TE) means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.	
1.5 Jurisdictional Area LSTAR's jurisdictional area shall be described in Policy.	**1.6: Jurisdictional Area** LSTAR's jurisdictional area shall be described in Policy.	Amended to allow flexibility to LSTAR and ensure the Bylaws are able to be kept current.
DELETED:		Removed content that did not contribute to the bylaws' core purpose or reflect LSTAR's current operations, ensuring greater accuracy, clarity, and relevance.
2.1 Bylaw Amendment	**2.1 Bylaw Amendment** a) All amendments to the Bylaw become effective from the date of approval by the relevant body (membership or Board), unless otherwise provided for within the resolution.	The section was revised to provide greater clarity for members and LSTAR, while also strengthening members' understanding of their rights.

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The city of London¶
The city of St. Thomas¶
The city of Strathroy Middlesex County and¶
Elgin County.

Deleted: 1.8 Corporate Seal ¶
6.01 If LSTAR authorizes a corporate seal, that seal shall remain in the custody of the Chief Executive Officer of LSTAR and shall be affixed to agreements and other documents under the direction of the Board.

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Deleted: (a) This Bylaw may be amended or repealed by a simple majority vote of the Board. ¶

Deleted: (b) Any Bylaw amendment approved by the Board must be submitted to the Members at the next Meeting of the ¶
Members. The Members may confirm, reject or amend the Bylaw by Ordinary Resolution; ¶

Deleted: (c) Bylaw amendments are effective from the date of the resolution of the Directors. They cease to be effective if they are not submitted to the Members at the next Meeting of the Members or if they are rejected by the Members.¶

	b) Subject to ONCA, a Bylaw may be made, amended, or repealed in the following ways: i. **Member-Submissions**: A Member in Good Standing may be able to submit a proposed resolution to the membership. ii. **Board Authorized Amendments**:	
(d) The Chief Executive Officer is authorized to correct section and sub-section designations, punctuation, cross-references and to make such other technical conforming changes including date adjustments as may be necessary to reflect the intent of these resolutions.	The Board may, by ordinary resolution, make changes to the Bylaws as it deems appropriate. These changes are effective immediately upon approval by the Board but must be presented to the Members at the next Meeting of the Members. At this meeting, the Members can confirm, reject, or modify the Bylaw changes by ordinary resolution. If the changes are not presented to the Members or are rejected, they cease to be effective. (c) The Chief Executive Officer is authorized to correct section and sub-section designations, punctuation, cross-references and to make such other technical conforming changes including date adjustments as may be necessary to	

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	reflect the intent of these resolutions.	
2.2 Amendment to Board Policy	**6.5. Amendment to Board Policy** Subject to ONCA, the Board may adopt, amend, or repeal Board policies (inc. procedures) by simple majority vote, provided they are consistent with the Bylaws.	The section was rewritten for clarity and conciseness, to enhance understanding and reduce redundancy within the Bylaw. Additionally, it was relocated to a more appropriate section to improve the logical flow of the document.
3.2 Eligibility For Membership Membership may be available to those individual and firm applicants who: (d) Agree to be bound by and comply with the Bylaws and Policies of LSTAR, OREA and CREA; (e) Agree to be bound by and comply with the RECO Code of Ethics and the REALTOR® Code; (f) Agree to pay all membership dues, fees assessments as required by LSTAR, including any arrears that may be owing to LSTAR at the time of application for membership.	**3.2 Eligibility For Membership** Membership may be available to those individual and firm applicants who: (d) Agree to be bound by and comply with the Bylaws and Policies of LSTAR, OREA and CREA; (e) Agree to be bound by and comply with the RECO Code of Ethics and the REALTOR® Code; (f) Agree to pay all membership dues, fees assessments as required by LSTAR, including any arrears that may be owing to LSTAR at the time of application for membership. (g) For Individual applicants, at the time of application, must be endorsed by a firm Member in Good Standing.	Introduction sentence was amended to enhance clarity for potential and actual members and LSTAR. Subsections (d-i) was previously spread across multiple different sections of the bylaws and is now consolidated into one area to improve ease of reference, understanding, and overall conciseness.

Deleted: Subject to ONCA, the Board may by a simple majority vote adopt, amend or repeal such Policies that are not inconsistent with the Bylaw relating to the management and operation of LSTAR as well as procedural and other ¶
requirements relating to the Bylaw. Any such Policy will immediately come into force and apply to the Board and all Members and will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution ¶
of the Board of Directors.

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(g) For Individual applicants, at the time of application, must be endorsed by a firm Member in Good Standing. (h) For firm applicants, at the time of applying, provide in writing: i. the firm's legal name, ii. the name under which it is registered (if different from the legal name), iii. the names and addresses of the partners, directors, officers, and shareholders, as applicable, and iv. the name and address of the person designated as its Broker of Record. (i) Have completed all required courses as determined by LSTAR	(h) For firm applicants, at the time of applying, provide in writing: i. the firm's legal name, ii. the name under which it is registered (if different from the legal name), iii. the names and addresses of the partners, directors, officers, and shareholders, as applicable, and iv. the name and address of the person designated as its Broker of Record. (i) Have completed all required courses as determined by LSTAR	
3.3.1 All Members In order to maintain membership in LSTAR, all Members must: (a) agree to be bound by and comply with the By-laws, Rules and Policies of LSTAR, OREA and CREA; **3.3.2 Individual Members**	**3.3.1 All Members** In order to maintain membership in LSTAR, all Members must: (a) agree to be bound by and comply with the By-laws, Rules and Policies of LSTAR, OREA and CREA; **3.3.2 Individual Members**	Simply combined content into one clause for clarity and conciseness for the members and LSTAR.

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In addition to the requirements in 3.3.1 above, Individual Members must: (c) be employed by a firm Member, who is in Good Standing, to trade in real estate on its behalf. (d) within 10 calendar days advise LSTAR of any change in registration status or firm Member affiliation.	In addition to the requirements in 3.3.1 above, Individual Members must: (c) be employed by a firm Member, who is in Good Standing, to trade in real estate on its behalf. (d) within 10 calendar days advise LSTAR of any change in registration status or firm Member affiliation.	Amended for clarity and conciseness for the members and LSTAR. Additionally, to help mitigate potential misunderstanding.
3.5 Membership Rights and Privileges **3.5.1** Individual Members in Good Standing are entitled to: (a) Receive any notices required by these Bylaws, or LSTAR Policies; (d) Request to review the minutes of meetings of the Board of Directors or Members (other than in camera sessions) and/or financial statements; and (e) Put their name forward for election as a Director on the Board, subject to ONCA and the LSTAR Bylaw.	**3.5 Membership Rights and Privileges** 3.5.1 Individual Members in Good Standing are entitled to: (a) Receive any notices required by these Bylaws, or LSTAR Policies; (d) Request to review the minutes of meetings of the Board of Directors or Members (other than in camera sessions) and/or financial statements; and (e) Put their names forward for election as a Director on the Board, subject to ONCA and the LSTAR Bylaw.	Amended for clarity and conciseness for members and LSTAR. Deleted reference to TRESA and ONCA, as that would be beyond the scope and purpose of LSTAR. Clarified term to mitigate potential misunderstandings.

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3.6.1 Causes For Termination Subject to any procedural fairness requirements in ONCA, membership will terminate ; (a) When the Individual Member dies; (c) When the Member's registration under RECO is suspended or terminated or the Member otherwise loses qualification or ceases to meet the conditions of registration in accordance with TRESA; (d) When the Member ceases to meet the conditions for Membership pursuant to the Bylaw or Policies of LSTAR; (e) When the Member ceases to be a Member in Good Standing of OREA or CREA; (f) When the Member is convicted of an indictable offence or an offence involving theft, fraud or moral turpitude while a Member; (g) When the Member delivers written notice of resignation to LSTAR;	**3.6.1 Causes For Termination** Subject to any procedural fairness requirements in ONCA, membership will terminate: (a) When the Individual Member dies; (c) When the Member's registration under RECO is suspended or terminated or the Member otherwise loses qualification or ceases to meet the conditions of registration in accordance with TRESA; (d) When the Member ceases to meet the conditions for Membership pursuant to the Bylaw or Policies of LSTAR; (e) When the Member ceases to be a Member in Good Standing of OREA or CREA; (f) When the Member is convicted of an indictable offence or an offence involving theft, fraud or moral turpitude while a Member; (g) When the Member delivers written notice of resignation to LSTAR;	Amended the term from 'may' to 'will' to provide greater certainty and ensure clear expectations around responsibilities. Modified from TRESA to RECO, here and throughout the current LSTAR bylaws, to better reflect intent/practice.

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(h) When a Member's dues are not paid within a period specified by the Board of Directors for their payment. The Board may then determine the date on which the Member's membership terminates; (i) The Member is found, after the process outlined in the Policies of LSTAR has been completed, to have engaged in conduct that constitutes a breach of the Articles, Bylaws, or Policies of OREA, CREA or LSTAR that warrants the termination of membership or has failed to comply with a decision of a Professional Standards body that has been approved by the Board. The process followed shall be fair and reasonable, shall be in compliance with the Professional Standards process outlined in LSTAR's Policies, and shall afford the Member due process.	(h) When a Member's dues are not paid within a period specified by the Board of Directors for their payment. The Board may then determine the date on which the Member's membership terminates; **3.6.3 Breach of OREA, CREA and/or LSTAR Articles, Bylaws and/or Policies.** (a) If a Member is found to have violated the Articles, Bylaws, or Policies of OREA, CREA, or LSTAR, their membership may be terminated if the breach justifies such action. (b) If a Member fails to comply with a decision made by a Professional Standards body, approved by the Board, their membership may be terminated if deemed appropriate. (c) The process shall be fair, reasonable, and in compliance with the Professional Standards procedures outlined in LSTAR's Policies, ensuring the Member is afforded due process.	Previously, 3.6.1(i) has now been moved to 3.6.3 as its own standalone section and amended for clarity, ease of understanding and conciseness – intent is the same as the original.
3.6.3 Transfer of Membership (a) Subject to all rights and privileges of membership, are not	**3.6.5 Transfer of Membership** (a) Subject to (sub-section 3.6.2 (b) and (c)) all rights and privileges of	Made into its own standalone section to better reflect the

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transferable. All rights and privileges of membership cease when membership is terminated.	membership, are not transferable. All rights and privileges of membership cease when membership is terminated. **<u>NEW:</u> 3.6.4 Disciplinary Action and Suspension/Termination of Membership** (a) A Member may be subject to disciplinary action for violating LSTAR Articles or By-laws. Disciplinary action may be determined either by an LSTAR Professional Standards body or the Board of Directors. (b) An LSTAR Professional Standards body shall have the authority to impose general sanctions, in accordance with LSTAR's approved disciplinary policy and procedures, provided such measures do not involve suspension or termination of membership. (c) Where an LSTAR Professional Standards body determines that a situation warrants suspension of services or termination of membership, it must refer the matter and its recommendation to the Board for consideration and final decision. (d) In all cases where disciplinary action is taken or where suspension or	distinct nature of the content, which did not align with its original placement. Added to comply with ONCA requirements which in turn creates clarity and protection for members.

Originally was sub-section 3.6.3 (b), which deals with obligations when terminated, was simply moved into a new section 3.6.4 and specifically sub-section (c). No change in the content was made.	termination of membership is being considered, the Member shall be provided with at least fifteen (15) days' written notice setting out the reasons for the proposed action. The Member may submit a written response to the Professional Standards body or the Board, as applicable, opposing the action, provided it is received at least 5 days before the end of the notice period. The Professional Standards body or the Board, as applicable, will consider the Member's submission before making a final decision. c) Termination of Membership, for whatever reason, shall not relieve a former Member from any monetary or other obligations to LSTAR arising before the date of termination of membership.	
5.2 Special Meeting A Special Meeting may be called: (b) Upon the written request by at least 10% of the Members in Good Standing	**5.2 Special Meeting** A Special Meeting may be called: (b) Upon the written request by at least 10% of the Members in Good Standing	Aligned with verbiage noted within ONCA.
5.5 Electronic Meeting and Participation by Members	**5.5 Electronic Meeting and Participation by Members** The Board may, at its sole discretion, decide to hold a Meeting of the Members	Amended to enhance clarity, improve ease of understanding,

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such meeting may, participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with ONCA, by means of any telephonic, electronic or other communication facility that LSTAR has made available for that purpose.

The Board may, at its sole discretion, decide to hold a Meeting of the Members entirely by telephonic or electronic (TE) means, or in combination with in-person attendance. Members attending by TE are deemed to be present in person and may vote through the process provided by LSTAR.	entirely by telephonic or electronic (TE) means, or in combination with in-person attendance. Members attending by TE are deemed to be present in person and may vote through the process provided by LSTAR.	reduce potential misunderstandings, and align with the relevant provisions of ONCA. Additionally, the updated content supports more avenues for membership engagement.
DELETED:		The purpose of the original content is now addressed in section 5.5, making this section redundant. Its removal helps reduce unnecessary duplication and streamlines the bylaws.
5.6 Quorum (a) A quorum for the transaction of any business at any Meeting of the Members shall be at least five (5) percent of Individual Members in Good Standing, whether present in person, by proxy, or TE (if permitted).	**5.6 Quorum** (a) A quorum for the transaction of any business at any Meeting of the Members shall be at least five (5) percent of Individual Members in Good Standing, whether present in person, by proxy, or TE (if permitted).	Amended for clarity, conciseness and easy of understanding.

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If the Board calls a Meeting of Members, the Board may determine that the meeting shall be held by means of a ¶ telephonic, electronic or other communication facility, including but not limited to video conference and Internet-based ¶
real-time conference facilities that permits all participants to communicate adequately with each other during the ¶
meeting.

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(b) If a quorum is present at the opening of a Meeting of the Members, the Members may continue with the business of the meeting even if the quorum is not maintained throughout.	(b) If a quorum is present at the opening of a Meeting of the Members, the Members may continue with the business of the meeting even if the quorum is not maintained throughout.	
5.7 Voting (a) Unless required by ONCA or this Bylaw, all resolutions shall be passed by ordinary resolution. (b) Pursuant to ONCA, any matter requiring a Special Resolution shall be passed by at least 2/3 of the votes cast. (c) At the discretion of the Chair, any resolution at a Meeting of Members shall be decided by a show of hands, electronic vote or secret ballot.	**5.7 Voting** (a) Unless required by ONCA or this Bylaw, all resolutions shall be passed by ordinary resolution. (b) Pursuant to ONCA, any matter requiring a Special Resolution shall be passed by at least 2/3 of the votes cast. (c) At the discretion of the Chair, any resolution at a Meeting of Members shall be decided by a show of hands, electronic vote or secret ballot.	Amended for clarity, conciseness, easy of understanding and reduce potential misunderstandings.
5.8 Proxies Subject to ONCA, a Member in Good Standing may, by written proxy, appoint a proxyholder to attend and act at a specific	**5.8 Proxies** Subject to ONCA, a Member in Good Standing may, by written proxy, appoint a proxyholder to attend and	Amended for clarity, and to reduce potential misunderstandings.

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be passed by a majority of the votes cast on the resolution by Members in Good Standing.

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Meeting of the Members, in the manner and to the extent authorized by the proxy, subject to the following: (b) a Member may only hold one proxy and may do so only for one other Member in Good Standing;	act at a specific Meeting of the Members, in the manner and to the extent authorized by the proxy, subject to the following: (b) a Member may only hold one proxy and may do so only for one other Member in Good Standing;	
5.10 Chair (a) The Chair of the Board shall preside over all Meetings of Members. In the Chair's absence, the Chair-Elect shall assume the role of the Chair. (b) If both the Chair and Chair-Elect are absent, the Members present either in person, by proxy, or TE (if permitted) may choose any other Director to act as Chair. (c) If no Director is present, or if all Directors present decline to act as Chair, the Members in Good Standing present either in person, by proxy, or TE (if permitted) may choose any Member in Good Standing present at the meeting to act as the Chair.	**5.10 Chair** (a) The Chair of the Board shall preside over all Meetings of Members. In the Chair's absence, the Chair-Elect shall assume the role of the Chair. (b) If both the Chair and Chair-Elect are absent, the Members present either in person, by proxy, or TE (if permitted) may choose any other Director to act as Chair. (c) If no Director is present, or if all Directors present decline to act as Chair, the Members in Good Standing present either in person, by proxy, or TE (if permitted) may choose any Member in Good Standing present at the meeting to act as the Chair.	Amended for clarity, and to reduce potential misunderstandings.
6.1 Composition of the Board of Directors The stewardship of LSTAR shall be vested in a Board of	**6.1 Composition of the Board of Directors** The stewardship of LSTAR shall be vested in a Board of	Amended the term to accurately reflect the

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Directors of ten (10) individuals comprised of: (a) The following individuals who shall hold office as of right: (i) Immediate Past Chair. The individual who served as Chair in the preceding year. If that person is unable to serve, the position will be offered, in reverse chronological order, to each previous Past Chair, starting with the most recent. (ii) Chair. The individual who was Chair-Elect in the preceding year. (c) Seven (7) individuals who are elected by the membership, acclaimed or appointed in accordance with this Bylaw and LSTAR Policies.	Directors of ten (10) individuals comprised of: (a) The following individuals who shall hold office as of right: (i) Immediate Past Chair. The individual who served as Chair in the preceding year. If that person is unable to serve, the position will be offered, in reverse chronological order, to each previous Past Chair, starting with the most recent. (ii) Chair. The individual who was Chair-Elect in the preceding year. (c) Seven (7) individuals who are elected by the membership, acclaimed or appointed in accordance with this Bylaw and LSTAR Policies.	board's role and responsibilities, promoting clarity and alignment with its function. The intent remains the same; the section was simply amended to enhance clarity for both members and LSTAR.
6.3 Qualifications of Directors To qualify for election as a Director and throughout each Director's term, the person must: (a) Not be disqualified by virtue of ONCA.	**6.3 Qualifications of Directors** To qualify for election as a Director and throughout each Director's term, the person must: (a) Not be disqualified by virtue of ONCA. (b) Be an Individual Member, who has been in	Modernized and updated the section to for clarity, conciseness, easy of understanding and reduce potential misunderstandings. Aligned date of election to the AGM, as per ONCA requirements.

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(b) Be an Individual Member, who has been in Good Standing, for the 12 months leading up to and including the election date, being the AGM;	Good Standing, for the 12 months leading up to and including the election date, being the AGM;	
(c) A new Individual Member who has transferred from another local real estate association to LSTAR shall also qualify, provided they were in Good Standing with their previous association for the 12 months leading up to and including the election date, being the AGM.	(c) A new Individual Member who has transferred from another local real estate association to LSTAR shall also qualify, provided they were in Good Standing with their previous association for the 12 months leading up to and including the election date, being the AGM.	
(f) Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent stewardship of LSTAR; and,	(f) Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent stewardship of LSTAR; and,	
(g) If elected/acclaimed/appointed, complete the leadership courses as set out in LSTAR Policy, within 90 calendar days.	(g) If elected/acclaimed/appointed, complete the leadership courses as set out in LSTAR Policy, within 90 calendar days.	
6.4 Duties of Directors The Directors may do all things as permitted by ONCA, the Bylaw, LSTAR Policies, or as allowed by the Laws of, or any Act, in Ontario.	**6.4 Duties of Directors** The Directors may do all things as permitted by ONCA, the Bylaw, LSTAR Policies, or as allowed by	Section was simplified to enhance clarity for both members and LSTAR.

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	the Laws of, or any Act, in Ontario.	
6.6 Terms of Office All Director terms are two (2) years from the date they take office.	**6.6 Terms of Office** All Director terms are two (2) years from the date they take office.	Amended for clarity and conciseness by removing redundant content already addressed in another section of the bylaw. A section was deleted as it lacked clarity and did not contribute meaningfully to the intent or structure of the bylaws, thereby creating potential confusion for the members and LSTAR.
6.7 Term Limits (a) Subject to the provisions of this section, Directors cannot serve more than three (3) consecutive two-year terms, except as provided in clause 6.6(b).	**6.7 Term Limits** (a) Subject to the provisions of this section, Directors cannot serve more than three (3) consecutive two-year terms, except as provided for in clause 6.6(b).	Clarified content for simplification, clarity and enhanced transparency.

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Deleted: (a) The Chair and the Immediate Past Chair shall hold office for a term of one (1) year; ¶
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Deleted: (b) All other Directors shall serve a term of two (2) years, ending on the second succeeding Annual or Special Meeting following the meeting at which they are elected. ¶
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(c) Any individual who holds the office of Chair is deemed to have resigned any other Director position such person would simultaneously hold. The balance of an incoming Chair's term as Director (if any) will be filled by a qualified Member elected at an Annual or Special Meeting…

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(b) Notwithstanding clause 6.6(a), a Director who is elected to serve as Chair may serve one additional two-year term as a Director for the purposes of fulfilling their duties as Chair. (c) A Director who has been off the Board for at least two (2) years after having served for three (3) consecutive two-year terms may run again as if the person were sitting for the first time.	(b) Notwithstanding clause 6.6(a), a Director who is elected to serve as Chair may serve one additional two-year term as a Director for the purposes of fulfilling their duties as Chair. (c) A Director who has been off the Board for at least two (2) years after having served for three (3) consecutive two-year terms may run again as if the person were sitting for the first time.	
6.8 Election of Directors (a) Director elections shall be held each year, at the Annual Meeting. (c) The election process shall be administered by the Nominating Committee, or as otherwise determined by the Board of Directors, in accordance with the Board Nomination and Election Policy. (d) An elected or acclaimed Director will assume their role on January 1st.	**6.8 Election of Directors** (a) Director elections shall be held each year, at the Annual Meeting. (c) The election process shall be administered by the Nominating Committee, or as otherwise determined by the Board of Directors, in accordance with the Board Nomination and Election Policy. (d) An elected or acclaimed Director will assume their role on January 1st.	Updated this section for clarity, to align with amendments required by ONCA as well as LSTAR's functional operations.
6.9 Loss of Qualification and Removal of Directors	**6.9 Loss of Qualification and Removal of Directors**	

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Deleted: (d) Directors shall be elected and retire in rotation, with approximately half of the elected Directors being elected at each Annual or Special Meeting.

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A Director may cease to hold office under the following circumstances: (a) **Automatic Removal** – A Director is automatically removed from office when they: i. Die; ii. Resign by delivering a written resignation to the Chair or the Chief Executive Officer; iii. Make an assignment for the benefit of creditors, become bankrupt or insolvent, or take the benefit of any statute for bankrupt or insolvent debtors; iv. Are found by a court to be incapable of managing property. (b) Loss of Qualification – A Director may become disqualified from continuing in office if they: i. Breach the qualifications set out in section 6.3 of the Bylaw; ii. Cease to be a Member or a Member in Good Standing; iii. Have their registration under RECO suspended or terminated; iv. Fail to take the oath of office or sign the Code of Conduct.	A Director may cease to hold office under the following circumstances: (a) **Automatic Removal** – A Director is automatically removed from office when they: i. Die; ii. Resigns by delivering a written resignation to the Chair or the Chief Executive Officer; iii. Makes an assignment for the benefit of creditors, become bankrupt or insolvent, or take the benefit of any statute for bankrupt or insolvent debtors; iv. Are found by a court to be incapable of managing property. (b) Loss of Qualification – A Director may become disqualified from continuing in office if they: i. Breach the qualifications set out in section 6.3 of the Bylaw; ii. Cease to be a Member or a Member in Good Standing; iii. Have their registration under RECO suspended or terminated;	Updated for alignment with ONCA and other sections of the Bylaws as well as for clarity.

Deleted: A Director shall cease to hold office in the following circumstances: ¶
¶
(a) If the Director: ¶
¶
(iv) Ceases to be a Member; ¶

(c) **Board Recommendation for Removal** – Where a Director is disqualified under clause (b) or otherwise acts in a manner inconsistent with the Bylaws or the organization's Code of Conduct, the Board may, by resolution, recommend that the Director be removed from office. The Board may also suspend the Director from committee duties or officer roles pending further action but may not remove the Director from the Board. (d) **Removal by Members** – A Director may only be removed from the Board by an Ordinary Resolution passed by the Members at a Special Meeting called for that purpose, in accordance with ONCA. (e) **Notice and Opportunity to Respond** – The Director who is the subject of a removal recommendation under this section shall be given notice of the Special Meeting and an opportunity to respond before a vote is held.	iv. Fail to take the oath of office or sign the Code of Conduct. (c) **Board Recommendation for Removal** – Where a Director is disqualified under clause (b), or otherwise acts in a manner inconsistent with the Bylaws or the organization's Code of Conduct, the Board may, by resolution, recommend that the Director be removed from office. The Board may also suspend the Director from committee duties or officer roles pending further action but may not remove the Director from the Board. (d) **Removal by Members** – A Director may only be removed from the Board by an Ordinary Resolution passed by the Members at a Special Meeting called for that purpose, in accordance with ONCA. (e) **Notice and Opportunity to Respond** – The Director who is the subject of a removal recommendation under this section shall be given notice of the Special Meeting and an opportunity to respond before a vote is held.	
7.2 Notice of Meetings (a) Notice of the time and place for a Board meeting may be communicated to each	**7.2 Notice of Meetings** (a) Notice of the time and place for a Board meeting may be communicated to	The intent remains the same; the section was simply amended to enhance clarity for

Deleted: the holding of a meeting of the Board may be in written, electronic or oral format, and may be communicated by telephone, courier, personal delivery, e-mail, or other electronic means to each Director

Director in any manner not less than three (3) days before the meeting. (b) Notice of a meeting is not required if all of the Directors are present, and none object to the meeting, or absent Directors have waived notice or have otherwise consented to the meeting. (d) If the Board holds a meeting immediately after an Annual Meeting, no notice is required, provided a quorum of the sitting Directors are present.	each Director in any manner not less than three (3) days before the meeting. (b) Notice of a meeting is not required if all of the Directors are present, and none object to the meeting, or absent Directors have waived notice or have otherwise consented to the meeting. (d) If the Board holds a meeting immediately after an Annual Meeting, no notice is required, provided a quorum of the sitting Directors are present.	both members and LSTAR.
7.3 Form of Meeting (b) With the permission of the Chair, any Director may participate in a meeting in person, or by TE means. A Director participating in a meeting by such means is deemed to be present at the meeting.	**7.3 Form of Meeting** (b) With the permission of the Chair, any Director may participate in a meeting in person, or by TE means. A Director participating in a meeting by such means is deemed to be present at the meeting.	The intent remains the same; the section was simply amended to enhance clarity for both members and LSTAR.
7.4 Voting	**7.4 Voting**	

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Deleted: Where the first meeting of the Board is held immediately after the Annual Meeting, no notice shall be necessary provided there is a quorum of the Directors present….

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Except as otherwise required, every resolution at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present. Each Director has one vote. The Chair may vote but is not entitled to a second or tie-breaking vote.	(a) Except as otherwise required, every resolution at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present. (b) Each Director has one vote. (c) The Chair may vote but is not entitled to a second or tie-breaking vote.	The intent remains the same; the section was simply amended to enhance clarity for both members and LSTAR.
7.6 Resolution in Writing Any resolution signed by all the Directors is as valid and effective as if it had been passed at a duly called and constituted meeting of the Board of Directors.	**7.6 Resolution in Writing** Any resolution signed by all the Directors is as valid and effective as if it had been passed at a duly called and constituted meeting of the Board of Directors.	Amended for clarity and reduce potential misunderstandings.
8.1 Appointment of Officers The Board may designate the Officers of LSTAR, appoint Officers on an annual or more frequent basis, specify their duties and, subject to ONCA, delegate to such Officers the power to steward the affairs of LSTAR. All Officers must be Directors, with the exception of the Chief Executive Officer.	**8.1 Appointment of Officers** The Board may designate the Officers of LSTAR, appoint Officers on an annual or more frequent basis, specify their duties and, subject to ONCA, delegate to such Officers the power to steward the affairs of LSTAR. All Officers must be Directors, with the exception of the Chief Executive Officer.	Amended to reflect the role and responsibilities of the Board, and the clarify for ease of understanding.
8.3 Officer Qualifications (b) A candidate for Chair-Elect must be a sitting Director who has completed at least one (1) year in their first term OR have served as an LSTAR Director within the past three (3) years.	**8.3 Officer Qualifications** (b) A candidate for Chair-Elect must be a sitting Director who has completed at least one (1) year in their first term OR have served as an LSTAR Director within the past three (3) years.	Amended for clarity, align with other sections of the Bylaw and reduce potential misunderstandings.

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Deleted: In order to be eligible for the Office of Chair-Elect, a candidate must be a sitting Director who has served a minimum of one (1) full year as an LSTAR Director within the immediately preceding three (3) years.…

8.4 Election/Acclamation of Officers (a) After the Annual Meeting and before the next fiscal year, the then sitting Directors will elect a Chair-Elect from among those who will continue to serve on the Board, in accordance with LSTAR Policy. (b) All elections and acclamations will take effect on January 1 each year.	**8.4 Election/Acclamation of Officers** (a) After the Annual Meeting and before the next fiscal year, the then sitting Directors will elect a Chair-Elect from among those who will continue to serve on the Board, in accordance with LSTAR Policy. (b) All elections and acclamations will take effect on January 1 each year.	Modernized and updated the section to for clarity, conciseness, easy of understanding and reduce potential misunderstandings.
8.5 Vacancies If the office of any Officer becomes vacant, the Board may appoint a qualified person to fill such a vacancy, which	**8.5 Vacancies** If the office of any Officer becomes vacant, the Board may appoint a qualified person to fill such a vacancy, which shall take	Amended to bring clarity and mitigate potential misunderstandings and risk.

Deleted: **Appointment**

Deleted: (a) At the first meeting of the Board of Directors following the election, the current Chair will become the Immediate Past-Chair as of right, and the current Chair-Elect will become Chair as of right. ¶

Deleted: (b) The Directors shall elect from amongst themselves a Chair-Elect in accordance with LSTAR Policy. ¶

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shall take effect as determined by the Board.	effect as determined by the Board.	
8.7 Chief Executive Officer (a) The Chief Executive Officer shall be employed by LSTAR and report to the Board; and, (b) The Chief Executive Officer shall have operational authority over the day-to-day management and activities of LSTAR's business and shall have other duties and powers as the Board may specify in Policy.	**8.7 Chief Executive Officer** (a) The Chief Executive Officer shall be employed by LSTAR and report to the Board; and, (b) The Chief Executive Officer shall have operational authority over the day-to-day management and activities of LSTAR's business and shall have other duties and powers as the Board may specify in Policy.	Amended the term to accurately reflect the CEO's role and responsibilities, promoting clarity and alignment with the function.
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For so long as LSTAR is a member of ITSO, all Members of LSTAR are subject to ITSO's Bylaws, rules and policies