

## PROPOSED BYLAW CHANGES for Dec 2025

### 1. Various Locations in Articles III, IV, & V

**Change:** The Secretary of the Board is authorized to alter the ByLaws so that anywhere the term 'Corporate Divisional Vice-President' or 'Divisional Vice-President' occurs, it is replaced by 'Branch Head'. Similarly, 'division' will be replaced by 'branch'.

**Justification:** The Steering Committee has previously debated and reached a determination to be consistent in its usage and naming practices among variously used terms such as 'division', 'service', 'branch', 'component', 'unit', and others. Their final recommendation was that the term 'branch' should be used consistently throughout the organization.

### 2. Article IV.7

**Current:** "7. No Officer of the Board of Directors shall hold any other Corporate Officer positions (i.e., Divisional Vice-Presidents, Corporate Executive, or their deputies) while acting as an Officer of its Board of Directors. Additionally, no Officer shall receive any canonical title, ranks, or accolades/awards solely for holding this office."

**Change:** "7. No Officer of the Board of Directors shall hold any other Corporate Officer positions (i.e., Branch Head, Corporate Executive, or their deputies/sub-branch heads) while acting as an Officer of its Board of Directors. Additionally, no Officer shall receive any canonical title, ranks, or accolades/awards solely for holding this office. Finally, no Officer of the TRMN Board of Directors shall hold the same or analogous Officer position in a separate organization that has a Board-approved affiliate agreement with TRMN. "

**Justification:** This suggestion was made immediately following the September 2025 Board Meeting, during which a query was made about whether the TRMN president was also simultaneously serving as President of Anderman Charities, whose affiliate agreement was up for approval on the agenda. While the TRMN president was (and is) not the President of Anderman Charities, it seems prudent to take certain steps to ensure that not only the President, but also other officers (especially the treasurer) were not serving in analogous positions to ensure appropriate separation of powers and checks and balances between TRMN and any of its affiliate partners. Additionally, note should be made that 'Branch Head' has been changed and that sub-branch heads, which are analogous to deputies, have been added. This is consistent with changes proposed in a separate action under policy proposals.

### 3. Article III.3.b

**Current:** "Nomination: Prospective directors shall be nominated by a Nomination Committee. The President will nominate at least two individuals for each of the available three seats."

**Change:** "Nomination: Prospective directors shall be nominated by a Nomination Committee. The Nominating Committee will forward to the Board two individuals for each of the available three seats."

**Justification:** At the September 2025 meeting, the Board approved changes to the bylaws on the first sentence of this clause. Due to delays in the posting of a few previous Board-approved changes to the bylaws, which included the addition of the second sentence, the Bylaws and

Governance Committee proceeded with recommending changes to the first sentence without realizing that the second sentence had been previously adopted and also needed to be updated. This action corrects that error.

4. Article II.1

**Current:** “1. Annual Meeting: An annual meeting shall be held once each calendar year for the purpose of electing directors, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.”

**Change:** “1. Annual Meeting: An annual meeting shall be held once each calendar year for the purpose of electing directors, and for the transaction of such other business as may properly come before the outgoing Board prior to the new Board taking seat. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.”

**Justification:** There had been some discussion by the 2024-25 Board of Directors about the appropriateness of taking business actions at the Annual Meeting, even as their terms were expiring and knowing that a Regular Meeting by the new Board would be held immediately thereafter. The 2024-25 Board informally voted against doing that, but it is recognized that their action is not binding on future Boards. The Bylaws and Governance Committee agrees, however, it envisions a possibility that, in extraordinary circumstances, the outgoing Board might *need* to take action on an item that is more appropriately addressed by the outgoing Board rather than the incoming one. The committee strongly endorses the spirit and action of the 2024-25 Board, but believes that at least a little flexibility should be maintained against extraordinary circumstances.