Summary of Material Changes to Bylaw

Old Section	New Section	Material Change	Explanation of Revision
2.1	2.1	Mission statement removed & substituted with purpose statement	The purpose of WESK is what the members have authority to direct; it should not change, but if it did, the members should approve of it. How the purpose is carried out (i.e. mission, vision, values) is the strategic direction that the board has authority to decide. This gives the organization more flexibility to update its mission or strategic direction in the future while staying consistent with WESK's overall purpose.
5.1	2.4	signing authority clarified	Removes signing authority from bylaws and adds it to Board policy; This modernizes governance and provides clearer operational authority.
6.1	3.1	Classes of Membership removed fr bylaws	The membership classes are established through the Articles (also approved by members) and do not need to be repeated in Bylaws.
7.3	3.9	Electronic notice provisions expanded	The bylaws now expressly allow notices and meeting materials for member meetings to be delivered electronically, including through websites or file-sharing systems. This modernizes communications and reduces administrative burden and mailing costs.
7.5	3.11	Clarification of "special business" at member meetings	The revised bylaws more clearly define what counts as "special business" at member meetings. 'Special business' requires different governance rules;
7.11	3.20	Chair of member meetings	Any officer or director can chair member meetings; secretary of member meetings is appointed by chair; consistent with current practice;

Old Section	New Section	Material Change	Explanation of Revision
8.1	4.1	Director qualification requirements streamlined	Limits Board qualification criteria to only the criteria that should never change; all other board qualification criteria are set by the board's nomination policy. This permits a more skills-based and strategic nomination model.
8.2(a)	4.2	Director term limits	Permits 1 or 2 year terms for board members; retains max of 6 yrs. This gives the organization greater flexibility to use board terms strategically;
8.2	4.3	Director removal by board	Create a clearer list of director responsibilities and grounds for removal from the board, including failure to comply with bylaws, failure to meet criteria required by Act, failure to declare a conflict of interest, and repeated breaches of Code of Conduct. But any removal of a director by the board must be ratified by members at next AGM. This strengthens accountability expectations for directors, without circumventing authority of members to elect board.
8.3(d)	4.9	Director not to receive loans from WESK	No change to directors being prohibited from receiving loans from WESK; but 'persons related to Directors' – will be dealt with in the governance manual; to ensure consistency with WEI contract
8.3(d)	4.10	Board member contracting with WESK	Board Governance Manual will deal with Directors and persons related to Directors contracting with WESK for services – to ensure consistency with WEI contract
	5.7/5.8	Officers receiving loans & contracting with WESK	Officers still prohibited from getting loans from WESK but persons related to Officers will be dealt with in Gov Manual; Officers and persons related to officers contracting with WESK – will be dealt with in gov manual; to ensure consistency with WEI contract;

Old Section	New Section	Material Change	Explanation of Revision
9.5	4.16	Board chair voting	Removed prohibition on board chair voting at board meetings; for consistency with current practice;