

New ICC Constitution Questionnaire

By the Bylaws Revision Subcommittee

1. The current bylaws require that 7 of the 9 members of the Board of Directors be present before a meeting of the board is considered official and has decision-making power (this is called “quorum”). It is proposed that the quorum number be reduced to 6 out of 9, provided that any decision in an official board meeting has at least 5 votes in favour, regardless of how many board members are present at the meeting.

- a. Yes, I agree with the change.
- b. No, the current bylaws needs no change.

Why You Should Vote for Option (a)

Past experience has shown that achieving quorum can be difficult due to the absence of board members with busy schedules. This means that a few absences can prevent the board from working efficiently and making critical decisions. Furthermore, with a high quorum, small minorities of board members (that is 3 members) have the power to block the work of the entire board simply by refusing to attend. To ensure that decisions of the board reflect the majority interest, option (a) also requires that all decisions have the support of at least 5 members. Therefore, even if a meeting begins with 6 members present, its decisions must have at least 5 supporters (the same number which would be required even if all 9 members were present). This makes it more difficult for a board to use the absence of some members as an opportunity to pass unpopular measures.

Why You Should Vote for Option (b)

The higher the quorum, the more legitimacy a meeting can be said to have. A meeting with 7 members may better represents the organization’s members and can have richer discussion.

Comments Section:

2. The current bylaws require that anyone running to join the board of directors must have been a member of the organization for at least one year. In your opinion, how long a person should be a member of ICC before running for a position on the board of directors?

- a. Six months.
- b. One year (current bylaws).

Why You Should Vote for Option (a)

With six months of membership, a member can acquire some familiarity with the organization and demonstrate some commitment before seeking a leadership role. In addition, with a six month requirement, those who join soon after an AGM will have the ability to run for the board positions at the next election.

Why You Should Vote for Option (b)

An organization's leaders should know how the organization operates and should show commitment to it. By requiring a year of membership, which is one full cycle of the organization, the organization tries to ensure that its leaders have acquired knowledge about the needs, challenges, and strengths of the ICC. In addition, requiring this membership helps to recruit people with commitment to the organization rather than those just wanting to be seen as leaders.

Comments Section:

3. The Board of Directors should never have fewer than 7 elected members out of 9. If there is ever a situation where the Board has fewer than 7 elected members out of 9 (for example, due to resignations), the board should hold by-elections for the vacant seats.

a. Yes, I agree.

b. No, I do not agree.

Why You Should Vote for Option (a)

The preferences of ICC members are represented through their choices for who is a member of the Board of Directors. If one-third or more of those Board members have been appointed rather than elected, it can be said that the Board does not fairly represent the preferences of the members. A by-election is a democratic way of ensuring that the Board always represents what members want.

Why You Should Vote for Option (b)

The existing bylaws require that a vacated seat be put to election at the next Annual General Meeting. This means that, under the current rules, an appointed board member often serves for a few months until the next AGM. It is not a good use of the ICC's time and limited resources to conduct a by-election (something that often takes a lot of time and energy, and distracts the organization from its main objectives) when an AGM election would be held in a few months.

Comments Section:

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4. In the current Bylaws, the President has the power to appoint person(s) to fill any vacancy arising on the Board (for example, as a result of a resignation). It is proposed that, in the future, a vacancy initially be filled by appointing the runner-up in the immediately-preceding election.

a. Yes, I agree.

b. No, I don't agree.

Why You Should Vote for Option (a)

This method of appointment reflects the will of those members who voted for the runner-up, as well as rewarding members who have taken the step of standing for election. It removes the President's discretion and provides an easy, intuitive, and predictable way of filling vacancies that arise from time to time.

Why You Should Vote for Option (b)

Appointing the runner-up may not seem democratic. In some cases, it can be said that a voter who was not elected was, in fact, rejected by the voters. To appoint him/her to the board is to go against the will of the membership.

In addition, the President is best positioned to know the needs of the organization when a vacancy arises. For example, if the Board strongly needs a particular skill-set, the President would be well-positioned to appoint someone with those skills. The runner-up does not necessarily meet that requirement.

Comments Section:

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5. How do you think the president should vote?

- a. The president should vote like any other Board member (current bylaws)
- b. the president should vote only when there is a tie.

Why You Should Vote for Option (a)

The president is an elected member and is accountable for his/her decisions. The ICC members have the right to know how the president make decision and how votes. This would affect their evaluations of the President's performance.

Why You Should Vote for Option (b)

The president should remain impartial and does not take sides when voting. Only when there is a tie (4 in favor and 4 against a motion) he should be allowed to vote to help the work proceed.

Comments Section:

6. The current number of BOD is 9. It is proposed to decrease this number.

- a. The current number of Directors (9) is just fine.
- b. The number of Directors should be decreased to 7.

Why You Should Vote for Options (a), or (b)

The number of Board members should make a balance between speed of decision making and true representation of the membership. The debates would be shorter and decisions made faster in a smaller Board (for example, 7). However, a small Board is less likely to truly represent the diversity among the members. On the other hand, a larger Board (for example as it is, 9) has a better chance to represent the diversity among the members, but the debates would be longer, disagreements more pronounced, and decisions made slower. If you think that the current number has already balanced speed and representation, you should vote for option (a). If faster decision making is more important to you, you should vote for option (b).

Comments Section:

7. What do you think the penalty should be for an ICC board member who has 6 unjustified (no notice and no show) absences during one year period of the term:

- a. The member should be excused from their position as board member.
- b. It should be determined by the board through a mechanism of its own choosing.

Why You Should Vote for Option (a)

Setting out an expected frame of reference in by-laws has two main advantages. The first is that those running for the BOD will know what the baseline is in order to decide whether they are able to fulfill it before choosing to run. In addition, the ICC members can hold the directors accountable if the standards are not met.

Why You Should Vote for Option (b)

The advantage of allowing each BOD to set out its own mechanism is that it allows each board to adjust expectations to their needs and circumstances.

Comments Section:

8. It is proposed to include in the bylaws that any donation greater than \$1000, and its donor, must be disclosed by the Board to the ICC members.

- a. Yes, I agree.
- b. No, I don't agree.

Why You Should Vote for Option (a)

Large financial donations can affect the decisions made by the members of the board of directors, or give that impression. By asking the organization to disclose the large donations it has received, the ICC members can detect potential conflicts of interest and can also hold the Board accountable for its decision to accept funds from questionable sources.

Why You Should Vote for Option (b)

Anyone who wants to influence decision-making with money will find ways of making contributions using methods that do not affect this disclosure requirement. This requirement will not achieve its stated goal of transparency and will only be an obstacle for those who want to make anonymous donations.

Comments Section:

9. The bylaws should include a clause prohibiting the ICC from receiving donations, in any amount and any form, from any governmental authority outside Canada or any person or entity acting on behalf of a governmental authority outside Canada.

a. Yes, I agree.

b. No, I don't agree.

Why You Should Vote for Option (a)

Funds from foreign governments or entities acting on their behalf can be used to influence the organization to take positions inconsistent with the interests of Iranian-Canadians.

Why You Should Vote for Option (b)

The ICC should raise funds to expand and work effectively. It should therefore be permitted to receive funds from any legal source. Attempting to determine if the source of funds is acting on behalf of a government outside Canada is extremely difficult.

Comments Section:

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10. In the current ICC bylaws the Quorum for the General Meetings of the members (AGM or SGM) is 50% + 1 of Members. It is proposed that the quorum for the AGM and SGM is determined according to the following: When the total number of ICC members is less than 1,000, the quorum is 50%. When the total number of members is greater than 1,000, for any 4 members on top of 1,000, one is added to the quorum.

- a. Yes, I agree.
- b. No, I do not agree.

Why You Should Vote for Options (a) or (b)

As the number of members of ICC increases it becomes more and more difficult to gather 50%+1 of the members at AGM or SGM. Reducing the level of quorum helps overcome this challenge. At the same time, reducing the number of quorum means that decisions are made by a smaller number of members. If you are more concerned about the practicality of forming AGM and SGM, you should vote for option (a). If you are more concerned about assuring the decisions are made by half or more of the members, you should vote for option (b).

Comments Section:

11. In the past few years, the ICC has permitted every member attending an AGM to cast one proxy ballot, if authorized, for a member who is unable to be present. In your opinion, how many proxy ballots each member should be allowed to cast?

- a. One proxy votes for each member
- b. Two proxy votes for each member

Why You Should Vote for Option (a)

Allowing one proxy vote permits members to cast a vote on behalf of someone who cannot make it in person, while also limiting the opportunity for election fraud.

Why You Should Vote for Option (b)

Quorum at an AGM or SGM is based on the number of members present in person or by proxy. Permitting each member to carry more than one proxy helps achieve quorum more efficiently. In addition, it allows more people to have a voice in the election.

Furthermore, any mechanism used to ensure that one proxy ballot is not fraudulent can be used to ensure the integrity of several proxy ballots.

Comments Section: