

Proposed ICMCO By-Law Changes

Rationale for: By-law change #1

This motion updates our By-laws to reflect the 2-year terms already outlined in our Policy Manual, providing greater board stability. We have included a one-time transition for the President and Vice-President roles this year to ensure our established succession path remains intact until the 2027 AGM, at which point the 2-year cycle will apply to all positions.

2025 By-laws (version 17)

6.2 Appointment and Term of Office Officers shall be appointed by Council following the annual general meeting of the Institute, on considering the recommendations of the Nominations Committee. All officers of the Institute shall hold office for a term of **one (1) year** until the close of the next ensuing annual general meeting or until such time as their successors are duly appointed.

New 2026 By-laws (version 18)

6.2 Appointment and Term of Office Officers shall be appointed by Council following the annual general meeting of the Institute, on considering the recommendations of the Nominations Committee. All officers of the Institute shall hold office for a term of **two (2) years** until the close of the second ensuing annual general meeting or until such time as their successors are duly appointed.

Proposed Amendment to By-law (version 17), Section 6.2:

Extension of Officer Terms

Description: To amend the term of office for all appointed Officers from a one-year (1) term to a two-year (2) term to ensure leadership continuity and organizational stability.

(see Motion on Page 3)

Rationale for: By-law change #2

As the Institute moves toward two-year terms for Officers, it is vital that the recruitment of new Councillors is led by those who will be responsible for the Institute's upcoming strategic cycle. Allowing an officer to chair or oversee this committee ensures they are directly involved in shaping the Council they are heavily involved with.

This change provides the Council with greater flexibility in committee leadership and ensures the committee is led by a current Officer or a qualified delegate specifically chosen for the role.

2025 By-laws (version 17)

5.3 Nominations Committee: The Nominations Committee shall solicit nominations from the Members and, where necessary or desirable in the opinion of the Nominations Committee, may nominate eligible person(s) for election to Council. The Nominations Committee shall also make recommendations to Council regarding the appointment of officers as required under section 5.2.

Unless Council decides otherwise, the Past President shall be the Chair of the Nominations Committee, and Council shall appoint to the Committee up to three Members entitled to vote at a meeting of Members who may or may not be Councillors.

New 2026 By-laws (version 18)

5.3 Nominations Committee

The Nominations Committee shall solicit nominations from the Members and, where necessary or desirable in the opinion of the Nominations Committee, may nominate eligible person(s) for election to Council. The Nominations Committee shall also make recommendations to Council regarding the appointment of officers as required under Section 5.2.

Unless Council decides otherwise, an Officer of the Institute or a Delegate appointed by the Council shall be the Chair of the Nominations Committee, and Council shall appoint to the Committee up to three Members entitled to vote at a meeting of Members who may or may not be Councillors.

Proposed amendment to Section 5.3:

Current: Mandates that the Past President serves as Chair of the Nominations Committee.

Proposed: Updates the Chair position to be held by an Officer of the Institute or a designated Delegate of the Council.

Motions for AGM 2026:

The 2026 AGM Motion #1 (2-year term)

Motion: "BE IT RESOLVED that Section 6.2 of the ICMCO By-laws be amended to change the term of office for all Officers from one (1) year to two (2) years, effective immediately at the close of the 2026 Annual General Meeting;

WITH THE PROVISO that for the 2026–2027 year only, the following exceptions shall apply to maintain the established leadership succession path:

1. The President shall serve a one (1) year term, concluding at the 2027 AGM.
2. The Vice-President shall serve a one (1) year term, concluding at the 2027 AGM.

All other Officer appointments made at this 2026 meeting shall be for the full two-year term."

Leadership Succession Timeline (2026–2029)

Transition Phase	Role	2026–2027 (Bridge Year)	2027–2028 (Full Cycle)	2028–2029 (Full Cycle)
Executive	President	Davies (1-yr term)	TBD A (Year 1 of 2)	TBD A (Year 2 of 2)
Executive	Vice-President	TBD A (1-yr term)	TBD B (Year 1 of 2)	TBD B (Year 2 of 2)
Support	Past President	Nikolova	Davies (1-yr role)	Davies (Support)

The 2026 AGM Motion #2 Nominations Committee Chair

Motion: "BE IT RESOLVED that Section 5.3 of the ICMCO By-laws be amended to allow the Chair of the Nominations Committee to be an Officer of the Institute or a Delegate appointed by the Council, replacing the requirement that the Past President serve as Chair, effective at the close of the 2026 Ontario AGM."