

Motion: to replace the current section 2.01 of the bylaws of the German Language School with new text to allow for staggered elections to the Board of Directors. The purpose of the change is to ensure that no more than half of the board members are replaced in any election, thereby maintaining continuity.

Current bylaw text (to be replaced):

2.01 Election, Number and Term

The Directors shall be elected by the Members. The term of office of the Directors shall be for a two-year term or until their successors are elected. Directors whose terms are expiring shall retire but are eligible for re-election if qualified as per 2.03.

- a. the number of Directors elected by the Corporation shall be at least eleven (11). At least seven of the elected Directors must be parents or guardians of pupils attending GLS Inc.

Proposed new bylaw text:

2.01 Election Number and Term

- a. The Board of Directors shall consist of not less than eleven (11) persons. At least seven of the elected Directors must be parents or guardians of pupils attending GLS Inc.
- b. To ensure continuity, half of the directors shall be elected in each odd year, and the other half in each even year. To start this staggering process initially, half of the directors shall be elected for a two-year term and the other half for a one-year term.

FOR REFERENCE ONLY: Motion that was proposed at the 2023 AGM (not passed):

2.01 Election Number and Term

The Board of Directors shall consist of not less than eleven persons. At least seven of the elected Directors must be parents or guardians of pupils attending GLS Inc.

The Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III. Class I directors shall be elected initially for a one-year term, Class II directors initially for a two-year term and Class III directors shall be appointed by the board. At each succeeding annual general meeting, successors to the class of directors whose term expires at that annual meeting shall be elected for a two-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes I and II so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors shorten the term of any incumbent director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor.

2.02 Class III Board members

The Principal, the representative of the teachers of the school, a representative of the Alumni and Friends Committee (see Schedule F), the immediate Past President and the immediate Past Chair shall be ex-officio members of the Board without voting rights. The Board can appoint other members to the Board without voting rights as required.