



1818 SOCIETY COMMITTEE FOR REVISION OF THE BY-LAWS

TERMS OF REFERENCE

At the Annual Business Meeting of the 1818 Society (“**Society**”) on October 26, 2021, a Motion was approved by the membership for the creation of a Task Force/ Committee for the Revision of the Society’s By-Laws (“**Committee**”) consisting of seven member volunteers, charged with reviewing the current By-laws (“**By-laws**”) of the Society (attached as **Annex A**) and, in particular, those relating to the processes for election and reporting (Motion attached as **Annex B**).

Consistent with the Motion, the Board of Directors of the Society (“**Board**”) has established the Committee at a Special Meeting held on November 22, 2021. The Committee is comprised in alphabetical order of the following members:

1. Dilek Barlas
2. Penelope Brook
3. Richard Cambridge
4. Hilda Emeruwa
5. Caroline Kahn
6. Alain Loccusol
7. Mark Walker

At the Special Meeting of November 22, 2021, the Board also approved the following terms of reference (“**ToR**”) for the Committee:

1. Scope of review

The Committee shall review the current By-laws of the Society and submit its recommendations to the Board regarding retaining, modifying or amending the By-laws on the following topics (“**Recommendations**”), which Recommendations shall be based upon the Committee’s assessment of what is in the best interest of the Society and its membership. These Recommendations shall respond to the needs of a modern, diverse, geographically dispersed Society, and should be firmly anchored in supporting the interests of all members of the Society, as well as the principles of Transparency, Fairness and Inclusion for a voluntary non-profit association.

Revisions of other sections of the By-Laws may emerge as necessary and may be undertaken by the Committee, subject to prior consultation with and agreement of the Board, to ensure that they are in the best interests of the Society and its members.



A. Elections:

The eligibility criteria for nomination and election of candidates for the offices of the President and the Directors on the Board of Directors, including consideration of the role of the Nominating Committee and possible alternative pathways for candidates to be eligible for any such office, and the election process itself, including provisions for electronic voting and the consequent role of the Annual Meeting.

B. Term Limits:

Consideration of term limits and how they might be applied to the offices of the President and the Directors on the Board of Directors.

C. Amendments to the By-Laws, and Motions by Members:

Procedures for amendments to the By-Laws recommended by the Board, or consideration of motions submitted by members, including the minimum threshold of supporting signatories required, and the process — such as time required, electronic voting, and minimum votes required — for approval by the Society's membership.

D. Reporting:

Consideration of the provisions for maintenance and disclosure of books and records, and of minutes of meetings of the Society, including minutes of meetings of the Board of Directors.

E. Other Matters:

Consideration of how to use information technology and electronic voting for broader participation of members in the Society than is possible at in-person Annual and Special Meetings, and how to modify their use as technology and new practices evolve.

2. Procedures

The Committee shall appoint a chair ("**Chair**") from among its members and shall agree on the process and rules for undertaking the tasks envisaged in the ToR. The Committee shall review the by-laws/charters of bodies similar to the Society to develop its Recommendations.

Before completion of the tasks contemplated by this ToR, and following consultation with the Board, feedback on Recommendations and/or options proposed by the Committee will be solicited by the Board, from the Society's membership through a survey ("**Members' Survey**"). The results of the Members' Survey will be made available by the Board to the Committee for its consideration prior to finalization of the Recommendations, and will also be shared with the Society's membership.



While the Committee shall endeavor to reach consensus in performing its tasks, in the event of disagreement among its members, decisions of the Committee regarding Recommendations and any other matter shall be taken by a two-thirds (2/3rds) vote called by the Chair (i.e., at least five of the seven members voting in favor of the Recommendation(s)).

3. Timetable

- The Committee is expected to submit to the Board an early draft of its Recommendations to solicit the Board's comments, before proceeding to draft proposed revisions to the By-Laws, to enable the Board, on or about March 31, 2022, to solicit upstream feedback from the Society's members through a Members' Survey, which Survey will inform the further work of the Committee.
- The Committee shall submit its Recommendations, together with a draft of any proposed revisions to the By-Laws, for discussion with the Board not later than by June 30, 2022.
- The Committee shall conclude its deliberations and submit to the Board its final Recommendations, with a draft of any proposed revisions to the By-laws, on or about July 31, 2022, to allow the Board to submit the draft revised By-Laws to members for their consideration, through electronic voting prior to the 2022 Annual Meeting.

**Approved at the Special Board Meeting
of the 1818 Society, Board of Directors
November 22, 2021**