



STLHE SAPES

Society for Teaching and Learning in Higher Education

La société pour l'avancement de la pédagogie dans l'enseignement supérieur

STLHE Board Call to Action – Notice of Special Meeting to Address Urgent By-law Requirement

Dear Colleague and Member of STLHE,

At STLHE's Annual General Meeting (AGM) held on June 18, 2021, the meeting was adjourned before the passage of a revised by-law proposed by the Board and the ratification of incoming Directors. This outstanding business will be conducted in a Special Meeting of the membership being held on July 22, 2021.

At this time, we want to communicate that STLHE is at serious risk if this by-law change is not accepted. We require a by-law revision to bring STLHE in line with the federal legislation that governs it. Based on legal advice and our concern that we will lose the Society's liability insurance without this change, the Board has prepared a revised by-law to satisfy all legal requirements. This revised by-law has been shared with the membership at two information sessions in May and June.

The Board requests your support for this very necessary by-law revision and encourages you to access the background documents that will support your full understanding of the seriousness of this requirement (<https://www.stlhe.ca/events/stlhe-special-me...le-de-la-sapes-2/>). We need this change to maintain our ability to conduct the business of the Society. If we fail to do so, STLHE itself is at risk along with the very things we value as a Society – our annual conference, our awards, our publications and resources. Without insurance, the Directors of STLHE would be personally liable for any costs associated with current legal action being threatened against the Society, and it is inconceivable that anyone would continue or agree to stand as a Director with no liability protection. Without Directors, the Society will be unable to function, with the potential to be completely dissolved.

This by-law revision goes to the bedrock of our organization and its integrity. Openness and accountability to the membership are actually enhanced and assured due to these limited but crucial changes. Compliance with the Canada Not-for-Profit Corporations Act is just a first step for STLHE, as we endeavour to update our governance in line with the best practices employed by some of this country's most exemplary not-for-profit organizations. The Board plans to further engage the membership in the fall about how we work with this new by-law and consider other governance enhancements.

Some may not be aware that there are members within the Society who oppose this by-law change. With transparency in mind, you can find our response to the alternate proposed amendments amongst the documents available at the STLHE website (<https://www.stlhe.ca/wp-content/uploads/2021/05/Annotated-Revised-By-law-final.pdf>). We encourage you to review the background materials posted on the STLHE website (including the recordings of both the Information Session (<https://youtu.be/xE4M8tCnBIQ>) and Special Meeting on governance (<https://youtu.be/MjqXJSGGuOA>)). At this Special Meeting on July 22, we will move the motion to approve the by-law (as proposed) and consider any formally proposed amendments.

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At all times we believe the Board has deliberated and acted with the best interests of members and the Society in mind, in keeping with the role of Directors outlined within the Canada Not-for-Profit Corporations Act. We have also been responsive to questions, comments, and challenges that have come to us. We now need to know that you support the direction to align our bylaws with the Act which governs us. If a vote of the membership at the upcoming Special Meeting indicates that we do not have your confidence in this regard, the Board is prepared to resign, and the new Directors who are waiting to be ratified are prepared to withdraw their names from ratification to the Board given the seriousness of potentially losing our essential liability insurance.

Thank you for your attention to these crucial matters. Please hold July 22, 2021 from 12 noon to 2pm eastern in your calendars and join us as we complete this important business for the Society. We look forward to welcoming all members at the upcoming Special Meeting.

Sincerely,

The STLHE Board of Directors