



SPECIAL RESOLUTION – BY-LAWS

By-law #8. BOARD OF DIRECTORS Composition

Previous: The Board of Directors, also referred to as the Board, shall be comprised of the President, Past President, Vice-President, Secretary, Treasurer and up to seven directors-at-large. All directors shall be members of the Society and duly elected by the members at the Annual General Meeting.

Proposed: The Board of Directors, also referred to as the Board, shall be comprised of the President, Past-President/Vice-President, Secretary/Treasurer and up to seven directors-at-large. All directors shall be members of the Society and duly elected by the members at a general meeting.

By-law #14. BOARD OF DIRECTORS Secretary

Previous: The Secretary shall attend all meetings of the Society and the Board and keep accurate minutes of the same. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall keep a record of all persons holding a membership in the society and their addresses. The Secretary keeps the books and records of the Society at the registered office of the Society.

Proposed: The Secretary shall attend all meetings of the Society and the Board and ensure accurate minutes are kept of the same. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall ensure a record is kept of all persons holding a membership in the Society and their contact information. The Secretary ensures the books and records of the Society are kept at the registered office of the Society.

By-law #15. BOARD OF DIRECTORS Treasurer

Previous: The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a duly audited financial statement.

Proposed: The Treasurer shall be responsible for the funds of the Society and will ensure financial records are kept as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a duly audited financial statement.

By-law #24. MEETINGS Quorum

Previous: Attendance by 20% of the members shall constitute a quorum at any general meeting. Any four Directors shall constitute a quorum at meetings of the Board.

Proposed: Attendance by 10% of the members shall constitute a quorum at any general meeting. Attendance by 50% of the directors shall constitute a quorum at meetings of the Board.

By-law #25. VOTING - Voting at a Meeting

Previous: Any member, so entitled, shall have the right to vote at any meeting of the Society. Such votes must be made in person, by mail, or by fax, and not by proxy. Mail and fax votes must be received by the Society no less than 3 days prior to the meeting.

Proposed: Any member, so entitled, shall have the right to vote at any meeting of the Society. Such votes must be made in person, by mail, fax, email or other online means, or proxy. Votes by mail, fax, email or other online means, or proxy must be received by the Society no less than 3 days prior to the meeting.

By-law #26. VOTING - Voting Other than at a Meeting

Previous: Any question which might be decided by vote taken at any board or general meeting may, at the discretion of the Board, be decided by vote taken by mail, email, fax, or telephone ballot.

Proposed: Any question which might be decided by vote taken at any board or general meeting may, at the discretion of the Board, be decided by vote taken by mail, fax, email or other online means, or telephone ballot.