Summary of Proposed Bylaw Changes

October 16th, 2026

The Board of Directors is proposing to replace our current bylaws with a modernized General Operating Bylaw. This comprehensive update aligns our governing documents with the *Societies Act (Alberta)*, reflects current organizational practices, and clarifies operational procedures.

Below is a detailed breakdown comparing our Current Bylaws against the Proposed Modernized Bylaws.

1. Voting Mechanics & Resolution Standards

- Member Voting Limit
    - *Current:* One vote per member, capped at a maximum of two (2) votes per family.
    - *Proposed:* Each Member in Good Standing gets one (1) vote. The per-family cap is removed and voting rights align directly with individual member status (Entities cannot be members).
- **Tie-Breaking Votes (Key Change):**
    - *Current:* In the event of a tied vote, the President has the casting / tie-breaking vote.
    - *Proposed:* The chair of the meeting does not have a tie-breaking vote. In the event of an equality of votes, the motion automatically fails.
- **Voting Methods & Electronic Voting:**
    - *Current:* Voting is conducted in person by a show of hands or secret ballot. Proxy voting is explicitly prohibited, and electronic or mail-in voting is not mentioned.
    - *Proposed:* Explicitly authorizes members to participate and vote using electronic, telephonic, or mail-in ballots, provided the system allows for vote verification while maintaining ballot secrecy.
- **Resolution Definitions:**
    - *Current:* Standard decisions require a simple majority of votes cast. Special resolutions require 21 days' notice and a 75% majority.
    - *Proposed:* Formally defines an Ordinary Resolution as 50% + 1 of votes cast, and a Special Resolution as requiring 21 days' notice and a 75% majority of votes cast (or 100% written consent of all voting members).

2. Board Structure, Terms & Qualifications

- **Board Size:**
  - *Current:* Minimum 11 to maximum 25 directors.
  - *Proposed:* Minimum 5 to maximum 15 directors.
- **Term Lengths & Staggering:**
  - *Current:* Directors serve 1-year terms expiring at the next AGM, with all positions elected annually.
  - *Proposed:* Terms are extended up to 2 years with staggered elections to maintain governance continuity across years.
- **Term Limits:**
  - *Current:* No term limits specified; directors are eligible for re-election indefinitely.
  - *Proposed:* Introduces a maximum limit of four consecutive full terms (8 years max). A former director must take a mandatory 1-year break before becoming eligible for re-election.
- **Director Qualifications:**
  - *Current:* Any member in good standing over 18 years of age.
  - *Proposed:* Adds specific eligibility criteria, including producing a vulnerable sector / criminal record check within 60 days of request, not being undischarged bankrupt, and not being absent from 3 consecutive board meetings without consent.
- **Officer Roles:**
  - *Current:* Outlines President, Vice President(s), Treasurer, and Secretary.
  - *Proposed:* Formally structures and defines key officer titles: Chair of the Board, President, Secretary, Treasurer, Governance Director, VP Programs, and VP Operations.

3. Member Meetings & Quorum Requirements

- **Notice Period for Meetings:**
  - *Current:* Requires 14 days' notice for AGMs, 8 days' notice for Special Meetings, and 21 days' notice only if a Special Resolution is on the agenda.
  - *Proposed:* Standardizes notice to a minimum of 21 days for all Meetings of Members (aligning with Alberta *Societies Act* requirements).
- **Member Meeting Quorum:**
  - *Current:* Set at 4% of voting members. If quorum is not present within 15 minutes, those present constitute quorum.
  - *Proposed:* Adjusted to the lesser of 20 members or 4% of eligible voting members.
- **Board Quorum & Meeting Frequency:**
  - *Current:* Board quorum is set at 60% of directors. Requires a minimum of 9 board meetings per year.
  - *Proposed:* Board quorum is adjusted to a simple majority (50% + 1). Removes the rigid 9-meeting mandate to allow regular meetings to be scheduled as

operationally needed.

4. Membership Discipline & Dispute Resolution

- **Discipline & Expulsion Process:**
  - *Current:* Allows the Board to suspend or expel a member by a two-thirds majority vote at a board meeting.
  - *Proposed:* Establishes a transparent, due-process framework:
    - The Chair must issue 21 days' written notice outlining the proposed action and specific reasons.
    - The member has the right to submit a written response (and potentially an oral response) prior to a decision.
    - The Board must deliberate and notify the member of its final decision within 28 days.

5. Financial Management, Indemnification & Governance

- **Financial Audits:**
  - *Current:* Books audited yearly by a qualified accountant or two members elected at the AGM.
  - *Proposed:* Financial statements must be audited by two individuals selected by the Treasurer (unless a fee is charged or required by law, in which case a professional CPA firm must perform the audit).
- **Borrowing Powers:**
  - *Current:* Requires general approval under the authority of the Society.
  - *Proposed:* Authorizes the Board to handle standard operating credit and financing directly, while maintaining the strict requirement for a Special Resolution of members prior to issuing debentures.
- **Liability & Indemnification:**
  - *Current:* Contains basic language regarding individual member liability.
  - *Proposed:* Implements modern Director and Officer (D&O) protections, ensuring first-dollar indemnification and hold-harmless coverage for board members acting honestly and in good faith.
- **Conflict of Interest:**
  - *Current:* No formal conflict of interest procedure in the bylaws.
  - *Proposed:* Adds a mandatory rule requiring directors and officers to disclose any real or potential conflicts of interest, abstain from voting or debating on those matters, and record disclosures in board minutes.