



Adoption of New Bylaws

The ACBL Unit 390 Bylaws, among other things, set out rules for the conduct of its business and affairs. The Unit's current bylaws (Current Bylaws), in effect as of March 22, 2013, were passed by Special Resolution at a Special Meeting of the Membership held on January 26, 2013. It has come to light that under the Current Bylaws the resignation or removal of an officer during his or her term poses a challenge in that (1) the directors do not have the authority to appoint a successor and (2) the number of directors is fixed at nine. In an effort to address these issues and improve clarity, the Board of Directors of the Unit wishes to repeal the Current Bylaws and replace them with an updated and modernized set of new bylaws (New Bylaws), attached as Schedule "A". Some of the main differences between the Current Bylaws and the New Bylaws are as follows:

Membership Meetings (Article V). The items of business for annual meetings of the members outlined in Article 5.1 have been updated to reflect the requirement of the presentation of audited financial statements to the members, election of directors, and appointment of auditors. Article 5.5 has been added to address who will act as chairman and secretary at meetings of the members. Article 5.7 has been added to clarify the voting rights of the members. The clause pertaining to the Inspection of Books and Records has been moved to Article XI.

Board of Directors (Article VI). To ensure that the Board of Directors remain compliant with the Unit bylaws in the event of resignations during a term in office or if there are not enough nominees to fill all board positions at any annual meeting of the members, Article 6.4 has been updated to include a range in the number of directors required to sit on the Board of Directors at any given time. Due to the subjectivity of the previous requirements for the removal of a director, Article 6.10 has been updated to improve clarity.

Officers (Article VII). Article 7.2 has been updated to grant authority to the directors to appoint the officers of the Unit and provide for any one director to hold more than one office at a time. Article 7.6 has been updated to align with the removal of a director as outlined in Article 6.10. Article 7.9 has been added to grant authority to the directors to fill vacancies in officer positions.

Miscellaneous (Article XI). The bylaws have been modernized to remove masculine references resulting in Article 11.3 being updated to remove the need for interpretation of the same.

At the December 5, 2017 Board of Directors meeting, the Board of Directors decided to seek member approval for the adoption of the New Bylaws, replacing the Current Bylaws, which are to be repealed. A copy of the New Bylaws is attached.



Members will be asked to approve the following Special Resolution in order to adopt the New Bylaws for the Unit:

"RESOLVED, as a Special Resolution, that the Bylaws of the Unit in effect as of March 22, 2013 are repealed in their entirety and replaced by the Bylaws of the Unit attached as Schedule "A"."

The Board recommends that members vote IN FAVOUR of this Special Resolution. A Special Resolution requires the affirmative vote of at least 75% of the members present at the meeting. **The above Special Resolution, if passed, will become effective immediately. The New Bylaws do not come into effect unless and until the Alberta Corporate Registry completes its assessment process following the approval of the Special Resolution and issues a certificate evidencing the adoption by the Unit of the New Bylaws.**