

CALGARY  
HORTICULTURAL  
SOCIETY

## Bylaw Amendments to be Proposed at the 2020 AGM

**AMENDMENT 1:** To correct a typo in Section 3.1, defining the number of Membership classes.

Background & Explanation:

Section 3.1 defines the membership classes of the Society. The first sentence refers to three classes of shares, however, only two classes are specified, Class A and Class B. This appears to be a typo, so the Board is proposing that the word “three” be changed to “two”.

Proposed Motion:

That Section 3.1 of the Society’s Bylaws be amended by deleting the word “three” and replacing it with the word “two”.

Relevant Sections of Bylaws & Proposed Changes:

3.1 Membership conditions

Subject to the articles, there shall be ~~three~~ two classes of members in the Society, namely, Class A members and Class B members. The Board of Directors of the Society may, by resolution, approve the admission of the members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

3.1.1 Class A

- a) Class A voting membership shall be available only to individuals over the age of 18, acting either for themselves or representing a shared gardening initiative, and who have applied and have been accepted for Class A voting membership in the Society.
- b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote, by show of hands, at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### 3.1.2 Class B

- a) Class B non-voting membership shall be available only to associate members who have applied and have been accepted for Class B non-voting membership in the Society.
- b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Society.

**AMENDMENT 2:** To extend the maximum permitted time a Director may serve on the Board to allow for an internship period.

Background & Explanation:

Section 4.4.2 of the Bylaws allow directors to be nominated to the Board at times other than at the AGM. The Board uses this mechanism to fill vacant director positions that arise from time to time. A director that is nominated to the Board may only serve until the next AGM, when they may then be elected for a two (2) year term.

Section 4.5.2 of the Bylaws limits the time any director can serve on the Board to a maximum of 6 years. This includes the time served during an initial nomination and during any elected term. Therefore, a Director who serves the maximum period may have to leave before their final two (2) year elected term is complete. The proposed change to Section 4.5.2 would exclude the time a Director serves following a nomination from the maximum permitted six (6) year term. The maximum time would only consider elected terms.

The Board recognizes that newly nominated directors require some time to become completely familiar with the background, governance and operation of the Society, and their role as a director. In practice, the time period between a director's nomination and election at the AGM is similar to an internship period, and therefore should not be considered in determining a director's maximum allowable term.

Proposed Motion:

That Section 4.5.2 of the Bylaws of the Society be deleted, and replaced with the following:

- 4.5.2 Directors shall not sit on the Board for more than six (6) consecutive years, excluding any time served during an appointment to the Board pursuant to Article 4.4

Relevant Sections of Bylaws & Proposed Changes:

4.3 Election of Directors

4.3.1 Nominations for Directors from among the Society membership will be solicited by the Board annually in advance of the AGM in accordance with a process determined by the Board.

4.3.2 Directors shall be elected at the AGM from the slate of nominations compiled by the Board by simple majority of the Members in attendance. There shall be no voting at the AGM by proxy.

4.4 Appointment of Directors

4.4.1 If, at any time following the AGM, the number of Directors falls below the minimum, the Board shall appoint one or more Members as may be required to sit as a Director to fulfill the minimum composition of the Board pursuant to Article 4.2.2 until the next AGM.

4.4.2 At any time following the AGM, the Board may appoint one or more Members to the maximum composition of the Board pursuant to Article 4.2.2 until the next AGM at which that person may be elected to serve as a Director.

4.5 Term of Directors

4.5.1 Directors shall be elected for a two year term.

4.5.2 Directors shall not sit on the Board for more than six (6) consecutive years, ~~whether by election pursuant to Article 4.3 or by appointment to the Board pursuant to Article 4.4,~~ excluding any time served during an appointment to the Board pursuant to Article 4.4

**AMENDMENT 3:** To amend various sections of the Bylaws to allow for members' meetings to be held online.

Background & Explanation:

As a society governed by *The Societies Act (Alberta)*, the Society is not permitted to hold online member meetings unless such permission is given in the Bylaws. Our Bylaws do not contain this provision. During the initial months of the Covid-19 pandemic, societies were granted an exemption from this rule, and were permitted to hold online meetings. This exemption expired August 15, 2020. These amendments will give the Society the option to hold member meetings using an online platform, such as Zoom, should it be desirable in the future.

Proposed Motion:

- A. That Section 2.11 a) ii. be amended by the addition of the following immediately after the word "hands"
  - “, in the case of a meeting, or who vote by electronic means, in the case of an electronic meeting”
- B. That Section 7.1.1 be deleted and replaced with the following:
  - 7.1.1 The Society shall hold an annual general meeting for members within six (6) months of the fiscal year end each year, at a day and time, and in a place or manner determined by the Board.
- C. That Article 7 of the Bylaws of the Society be amended by the addition of the following paragraph:
  - 7.1.1.1 The Board may specify that the annual general meeting be held by electronic means. Members who participate in the manner prescribed by the Board for the electronic meeting are deemed to be present for the meeting, and their votes are solicited and recorded during the meeting.
- D. That Section 7.1.3 of the Bylaws be deleted and replaced with the following:
  - 7.1.3 The quorum for an annual general meeting is 25 Class A Members in good standing. The decisions of the Society shall be determined by a vote in favour by either a show of hands, in the case of a meeting, or by a vote recorded electronically, in the case of a meeting held by electronic means, by more than 50% of those Members in attendance.
- E. That Section 7.2.2 be amended by the addition of “, electronic meetings” after the word “quorum”.

Relevant Sections of Bylaws & Proposed Changes:

- 2.11 Special Resolution means:
  - a) A resolution passed:
    - i. at a Special Meeting or AGM of the membership of this society of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and

- ii. by the vote of not less than 75% of Voting Members who are in attendance and who vote in person by show of hands, **in the case of a meeting, or who vote by electronic means, in the case of an electronic meeting.**
  - b) A resolution proposed and passed as a Special Resolution at a General Meeting of the Members of which less than twenty-one (21) days' notice has been given, if all the Voting Members eligible to attend and vote at the General Meeting so agree, or
  - c) A resolution agreed to in writing by all the Voting Members who would have been eligible to vote on the resolution in person at a General Meeting;
  - d) A resolution that creates fundamental changes to the Society. The following motions require a Special Resolution:
    - i. changing the Objects of the Society;
    - ii. issuing debentures (debentures are debt instruments issued by the Society, such as bonds, to raise money for the organization);
    - iii. amending the Bylaws; and
    - iv. dissolving the Society.
- 2.12 Voting Members means those members determined in accordance with Article 3 to have voting rights in the business of the Society.

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7.1 Annual General Meeting

- 7.1.1 The Society shall hold an annual general meeting for members within six (6) months of the fiscal year end each year, at a ~~place,~~ day and time, **and in a place or manner** determined by the Board.
  - 7.1.1.1 **The Board may specify that the annual general meeting be held by electronic means. Members who participate in the manner prescribed by the Board for the electronic meeting are deemed to be present for the meeting, and their votes are solicited and recorded during the meeting.**
- 7.1.2 Written notice of the annual general meeting shall be delivered to Members at least 21 days prior to the date of the meeting. The meeting shall not be considered invalid as the Society will make all reasonable attempts to notify all Members.
- 7.1.3 The quorum for an annual general meeting is 25 Class A Members in good standing.-The decisions of the Society shall be determined by a vote in favour by ~~a show of hands~~ **either a show of hands, in the case of a meeting, or by a vote recorded electronically, in the case of a meeting held by electronic means,** by more than 50% of those Members in attendance.

7.1.4 The following business shall be conducted at the annual general meeting:

- a) adoption of the meeting agenda,
- b) adoption of the minutes of the last annual general meeting,
- c) the President's report,
- d) the Treasurer's report,
- e) reviewing and approving the audited financial statements,
- f) appointment of the auditors,
- g) election of Directors,
- h) any other matters included in the notice of meeting.

7.1.5 Failure to Reach Quorum The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

## 7.2 Special Meetings of the Society

7.2.1 A Special Meeting of Members may be called by the Board by resolution or by a petition of 25 Members in good standing presented in writing to the Board.

7.2.2 Special Meetings are governed by the provisions related to Annual General Meetings as regards notice, quorum, **electronic meetings** and Chair.

7.2.3 The subject matter of the Special Meeting shall be limited to the items which are subject of the petition or Board resolution.

7.2.4 Voting at Special Meetings shall be by way of Special Resolution.