Notice of Proposed Bylaw Amendments

The board of directors is proposing amendments to our bylaws. Discussion and voting on the bylaw amendments will be held at the AGM.

BE IT RESOLVED that the ADRIA bylaws be amended as follows:

1. Bylaw 5.5.2 is amended to add "5 and" in front of the word "6".
2. Bylaw 5.5.6 is amended by substituting in its place the following:

A resolution is valid as if passed at a Board meeting and effective as of and from the stated effective date of the resolution in the following circumstances:

a. The resolution is in writing and signed in one or more counterparts; or

b. The resolution is presented for, and voted on, electronically provided that each Board member signifies that he or she consents to such electronic voting.

COMMENTARY

1. The first proposed amendment is a housekeeping matter. Subsection 5.5.5 allows participation in board meetings by telephone or other communication facilities. However, 5.5.2 does not allow votes unless the board member is present in person or signs a written resolution. This amendment allows a board member to vote who is participating by telephone or other communication facilities. During the past year we there have been board meetings where certain board members were only able to attend by video conferencing. This worked well. The proposed change to the bylaw will ensure that anyone participating by either video conference or telephone will be able to cast a valid vote.
2. The second proposed amendment is related to #1 and will allow for electronic board meetings and resolutions. When matters arise between board meetings, they can often be resolved through a telephone or email conference. The current bylaws do not permit the Board to call a vote on a resolution electronically. As a result, a resolution cannot be passed until the Board meets face to face at a board meeting, even though a transparent process to electronically canvas all Board members has been adopted. This amendment will allow the board to vote on and approve resolutions using electronic means.

The current bylaws read as follows:

5.5.2 Votes at a Board meeting may be cast only by Directors present in person or participating under Subsection 6, and votes may not be cast by proxy.

5.5.6 A resolution in writing signed in one or more counterparts by all Directors is:

a. as valid as if it had been passed at a Board meeting; and

b. effective as of and from the stated effective date of the resolution.