To the ADRIA Board of Directors

At the June, 2013 Board meeting, the Governance Committee was tasked with identifying and recommending required bylaw changes to enable ADRIA to comply with ADRIC's bylaws in 2014. Specifically, our bylaws must include a process to enable the ADRIA full members to elect a National Director. Secondly, the ADRIA board wishes the National Director to be a member of the ADRIA board also.

Bylaw Amendment Process

Legal Requirements - Bylaws

8.2 Bylaw Amendments

The Bylaws may be rescinded, altered or added to only by Special Resolution passed or consented to and registered in accordance with the Act.

1.1. Definitions

In the Bylaws:

Special Resolution means a special resolution as defined in the Act.

Legal Requirements - Societies Act

Rescission, etc. of bylaws

15(1) The bylaws of a society shall not be rescinded, altered or added to except by special resolution of the society.

(2) No rescission or alteration of or addition to a bylaw has effect until it has been registered by the Registrar.

(3) If the Registrar is of the opinion that a bylaw is not in accordance with the application for incorporation or that it contains anything contrary to law, the Registrar shall refuse to register it.

Definitions

1 In this Act,

(d)"special resolution" means

(i)a resolution passed

(A)at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

(B)by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii)a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(iii)a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Advice of the Governance Committee

The bylaws and Act require a vote by the full members, not the Board to amend the bylaws. In order to comply with the ADRIC bylaws in 2014, ADRIA will either have to:

1. Amend its bylaws before the nomination period opens so that the 2014 elections include the National Director position, or
2. Amend its bylaws at the 2014 ADRIA AGM (May 23, 2014) and then conduct the election for National Director after that date.

The Governance Committee recommend that ADRIA amend its bylaws before the 2014 AGM by circulating a written resolution under 1(d)(iii) of the Act.

- The form of the written resolution would be as outlined in Appendix A.
- The resolution would have to be returned well in advance of the nomination date, keeping in mind that the bylaw amendment must be filed with the Registrar and is not effective until the Registrar approves it.
- Under the ADRIA bylaws the nomination process must officially commence (Nominating Committee sending out names) 45 days before the AGM – which in 2014 is **Friday, April 4, 2014.**
- A suggested timeline is:
    - Early January, 2014 – send out the written resolution to the full members
    - Set a return date of February 15, 2014 (the return date has to be longer than 21 days from the date of mailing)
    - February 16, 2014 count the ballots. If 75% of those voting agree, the resolution passes.
    - If passed, February 17, 2014 prepare the Certificate of Special Resolution to send to the Registrar. (see **Appendix B** for a sample)
    - If the Registrar approves the changes, a letter will be sent to ADRIA within approximately 30 days (approximately mid-March 2014).
    - By March 20th, ADRIA should be able to proceed with the election of a National Director.

Appendix A

SPECIAL RESOLUTION TO AMEND THE ADRIA BYLAWS

(Conducted Under Bylaw 8.2 and Section 15 of the Societies Act)

Whereas the ADRIC Bylaws have changed, to comply with the new 2014 national non-profit legislation, to read:

> ix (b) i The Board shall be comprised of
>
> (i) seven (7) Directors comprised of one (1) Member in Good Standing from each Regional Affiliate and(as elected by the Members in Good Standing who are members of each such Regional Affiliate);

Whereas the ADRIA board has until now appointed the National Director from ADRIA;

Whereas the ADRIA bylaws do not provide a method to elect a National Director from ADRIA;

Whereas the ADRIA board believes a better relationship and better communication will result between ADRIC and ADRIA if the National Director from ADRIA is also a member of the ADRIA board;

Therefore,

BE IT RESOLVED that the ADRIA bylaws be amended by the provisions shown *in italics*, (with all other bylaws remaining as previously written):

4.2 COMPOSITION OF THE BOARD

The Board consists of:

a. A minimum of 5 and a maximum of 9 Directors, as determined by the Board from time to time;

b. Directors who are elected by the Full Members of the Society; ~~*and*~~

c. the Society's immediate past president. However, if the past president is unable or unwilling to serve, the Board may, but is not required to, appoint another past president of the Society*, and* ~~.~~

d. *the National Director elected by the Full Members of the Society.*

4.4 Nominating Committee

1. The Nominating Committee is established as a standing committee of the Society and consists of at least 1 Director and at least 2 other Full Members appointed by the Board.

2. The Nominating Committee will prepare annually for the Secretary a list of qualified nominees for election as Elected Directors *and National Director*, equal in number to the number of Board vacancies to filled, and they will be deemed validly nominated for election to the Board.

4.6 Election

1. If, on the date nominations close, there are the same number of candidates nominated as there are vacancies to be filled, those candidates will be acclaimed and no election vote will be required.

2. If a vote is required, then at least 20 business days before the AGM, the Executive Director will send to each member a ballot.

3. Each ballot will contain:

    a. the name of each nominated candidate *for Director* with the names arranged alphabetically; ~~*and*~~
    b. *the name of each nominated candidate for National Director with the names arranged alphabetically; and*
    c. a brief explanatory note stating the maximum number candidates for which a vote may be cast.

6.1 Officers

1. The offices of President, Vice-President, Secretary and Treasurer are offices of the Society.

2. The Board may create other offices of the Society, specify the authorities, powers and duties of such offices and elect Directors to hold such offices.

3. One person may hold more than one Office.

4. Appointed Directors are not eligible to serve as President or Vice-President.

5. *The National Director is not eligible to hold Office while serving as National Director.*.

6.8 National Director

The National Director will:

a. carry out the role of National Director as outlined in the ADRIC bylaws;

b. attend the ADRIA board meetings;

c. communicate information and issues between ADRIC and ADRIA;

d. represent ADRIA interests and views to the ADRIC National Board; and

e. facilitate and enhance the national-affiliate relationship.

~~*6.8*~~ *6.9* Delegation

1. The authorities, powers and duties of Officers specified in Article 6 are in addition to the authorities, powers and duties:
   a. specified in the Act or elsewhere in the Bylaws; or
   b. customarily associated with such offices in similar organizations.
2. The Board may prescribe and delegate accordingly, vary and revoke:
   a. additional authorities, powers and duties for any Office; and
   b. authorities, powers and duties for the Executive Director(s) of the Society.

_____

I _____, full member of ADRIA, cast my ballot as

follows on this Special Resolution to Amend the ADRIA Bylaws: (MARK ONLY ONE)

☐ IN FAVOR ☐ OPPOSED

Vote cast and signed on this _____ day of _____, 201___.

_____

Signature of Full Member

Appendix B

Certificate of

SPECIAL RESOLUTION

TO AMEND THE SOCIETY BYLAWS

Under the Societies Act of Alberta

I hereby certify that the following special resolution was passed by the members of the ADRI of Alberta (Corporate Access Number _____) on _____.

BE IT RESOLVED that the ADRIA bylaws be amended by the provisions shown *in italics*, (with all other bylaws remaining as previously written):

4.2 COMPOSITION OF THE BOARD

The Board consists of:

a. a minimum of 5 and a maximum of 9 Directors, as determined by the Board from time to time;
b. Directors who are elected by the Full Members of the Society; ~~*and*~~
c. the Society's immediate past president. However, if the past president is unable or unwilling to serve, the Board may, but is not required to, appoint another past president of the Society*, and* ~~.~~
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d. represent ADRIA interests and views to the ADRIC National Board; and
e. facilitate and enhance the national-affiliate relationship.

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3. The authorities, powers and duties of Officers specified in Article 6 are in addition to the authorities, powers and duties:
   a. specified in the Act or elsewhere in the Bylaws; or
   b. customarily associated with such offices in similar organizations.
4. The Board may prescribe and delegate accordingly, vary and revoke:
   a. additional authorities, powers and duties for any Office; and
   b. authorities, powers and duties for the Executive Director(s) of the Society.

We enclose an amended copy of the ADRIA bylaws for your records.

_____(date) _____

Erika Deines
Executive Director