

Proposed Amendments to the Bylaws

Current Bylaws

BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a Board of not less than 7 and not more than 15 members of the organization and each Director shall have one vote, and 50% plus one of the Directors shall constitute a quorum.

8. The term of a Director shall automatically terminate on her/his death, resignation, judicial determination of mental incapacity, non-attendance without notice or cause at three consecutive meetings of the Board, or removal by the Board and in order to remove a Director the Board must comply with the following procedure:

- a) A motion to remove a Director must be presented at a meeting of the Board prior to the meeting which will consider the motion;
- . b) The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion; and
- . c) A decision on the motion to remove a Director must be vote on by secret ballot and be supported by a 2/ 3 majority of the Directors present at the meeting for the motion to be carried.

Proposed Amendments

BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a Board of not less than 7 and not more than ~~[DELETE - 15]~~ *[ADD - 9]* members of the organization and each Director shall have one vote, and *[ADD - greater than]* 50% ~~[DELETE - plus one]~~ of the Directors shall constitute a quorum.

8. The term of a Director shall automatically terminate on her/his death, resignation, judicial *[ADD - or medical]* determination of mental incapacity, non-attendance ~~[DELETE - without notice or cause at three consecutive meetings of the Board]~~ *[ADD - at 3 of the first 7 regular board meetings or 4 of the total regular board meetings. This would include meetings that are cancelled due to a lack of quorum.]*

~~[DELETE - or removal by the Board and]~~ *[ADD - The board may also remove a Director.]* In order to remove a Director the Board must comply with the following procedure:

NOTE – If you have questions about this proposal or would like more information please contact Greg MacPherson at 772 7201 ext 5.