


T.K. SPARKS

Mayne Island Agricultural Society & Fall Fair

Special Resolutions to Amend the following Bylaws

Pursuant to the BC Societies Act, Chapter 8, Division 4, Paragraph 17.

Whereas, it is the responsibility and duty of the Board of Directors to review and uphold the Bylaws of the Society while maintaining them up to date and relevant.

Whereas, Paragraph 10. (f) Currently reads:

At each Annual General Meeting of the Society Directors shall be elected for a one or two-year term. Any candidate for director shall be eligible to run for office under the following conditions:

- i) Must be a member in good standing.
- ii) Have not held the same office for more than four (4) consecutive years.
- iii) If there are no other eligible members available to run then the four (4) year exception will be waived.

#1. Resolution to Amend Paragraph 10. (f)

Be it resolved that: *At each Annual General Meeting of the Society, Directors shall be elected for one, two or three- year terms. Their terms shall be selected so that at each Annual General Meeting, the terms of approximately one-third (1/3) of all members of the board of directors shall expire. Any candidate for director shall be eligible to run for office under the following conditions:*

- i) Must be a member in good standing.*
- ii) Have not held the same office for more than six (6) consecutive years.*
- iii) If there are no other eligible members available to run then the six (6) year exception will be waived.*

Rationale: A staggered board will mean that, in any given year, only a portion of the board is up for re-election. Non-profits with a staggered board ensure that the institutional memory of the non-profit remains when new directors are elected. This avoids the disruption of having an entirely new board get up to speed on the non-profit's activities and dealings, while also ensuring that people with new ideas and perspectives are regularly joining the board.

Whereas, Paragraph 11. Currently reads:

All questions at General meetings shall be determined upon a show of hands, unless a poll is demanded or the Chairman of the meeting deems a poll necessary. Voting by proxy is not allowed. In the event of a poll being held every member present in person and entitled to vote shall have one vote on each question to be determined.

#2. Resolution to Amend Paragraph 11.

Be it resolved that: All questions at General Meetings shall be determined upon a show of hands, unless a poll is demanded or the Chair of the meeting deems a poll necessary. Voting by proxy is not allowed. In the event of a poll being held every member present in person or electronically and entitled to vote shall have one vote on each question to be determined.

Rationale: There may be times when electronic attendance at meetings may be offered. Allowing electronic attendance presents more opportunities of engagement with the voting membership.

Whereas, Paragraph 15. (a) Currently Reads:

The Board of Directors shall meet at the call of the President and a minimum of sixty six percent (66%) of the Society's Directors in good standing in attendance shall constitute a quorum for the transaction of business.

#3. Resolution to Amend Paragraph 15. (a)

Be it resolved that: The Board of Directors shall meet at the call of the President and a minimum of sixty six percent (66%) of the Society's Directors in good standing, in person or electronic attendance, shall constitute a quorum for the transaction of business.

Rationale: When the Board of Directors are called to meet in person, having an electronic attendance option for those that are not able to attend in person, will do a lot to increase the chance of meeting quorum.

Whereas, The current list of numbered Bylaws shows an error in sequence starting at #15 through to #22.

#4. Resolution to Amend The incorrect numbering of Bylaws from #15 through to #22.

Be it resolved that: *The numbering of each Bylaw starting at #15 through to #22 be corrected.*

Rationale: For ease of reference, a correction needs to be made to the Bylaw numbering sequence which is out of order from number 15 through to the last number which will be number 22.