

RESOLUTION – Amendments to By-Laws

WHEREAS the Calgary Model Railway Society's existing by-laws require in person meetings; and

WHEREAS public health measures pursuant to the Covid-19 pandemic prevented the Calgary Model Railway Society from having in person meetings including its Annual General Meeting in 2020; and

WHEREAS as a temporary measure only the Government of Alberta permitted societies to forego meetings due to the pandemic; and

WHEREAS technology has evolved to allow for efficient remote meetings and voting using electronic systems such as computer software or teleconferences; and

WHEREAS The Board of the Calgary Model Railway Society has considered these matters and wishes to ensure meetings can be held in person or remotely using electronic systems in the future, it recommends amendments to update the wording of the by-laws.

THEREFORE, BE IT RESOLVED that the by-laws be amended as follows:

BY-LAWS

1. Definitions (g) through (k) of the by-laws be deleted and replaced with definitions (g) through (l):
 - (g) "Electronic Means" means online or other electronic methods including but not limited to conference calls, video conferences and electronic voting systems;
 - (h) "Meeting Rules" means Robert's Rules in Brief (2004 edition);
 - (i) "Member in Good Standing" means an individual who is a member of the Society, has paid all of his or her membership fees and dues (including dues for the current fiscal year) to the Society, has not resigned from the Society and is not currently suspended or expelled from the Society;
 - (j) "Participating Club" means a Club which has been approved as a Participating Club by the Board and ratified as a Participating Club by resolution at a meeting of the members of the Society, and for greater certainty includes (subject to section 4.2 below) each of the four Clubs entitled as of the date these bylaws are approved by special resolution of the members of the Society to one director's seat on the Board pursuant to the by-laws of the Society in force prior to these by-laws;
 - (k) "sent", "send", "sending" and similar terms includes mailed, delivered, sent by facsimile transmission and sent by e-mail or other electronic communication; and
 - (l) "Society" means The Calgary Model Railway Society.

2. Section 3.1 of the by-laws be amended to read:

3.1. On or before the 30th day of November in each year, the Society shall hold an Annual General Meeting of the members of the Society on a date and at a time determined by the Board, at which the following business shall be conducted:

- (a) the Board shall present the audited financial statements (signed by the auditors) for, and one or more report(s) on the Society's activities during, the preceding fiscal year;
- (b) the Board shall present the budget for the current fiscal year;
- (c) Directors shall be elected or ratified to the Board to fill any vacancies then existing or occurring as of the end of the meeting; and
- (d) any other business that may properly be brought before the meeting.

3. Section 3.3 of the by-laws be amended to read:

3.3. All meetings of the members of the Society shall be held in person in the City of Calgary or by Electronic Means. Notice of any meeting of the members of the Society shall be sent by the Secretary to all members at least twenty-one (21) days before the meeting and shall set forth:

- (a) the matters to be considered at the meeting;
- (b) the time and day of the meeting; and
- (c) the place of the meeting, or if the meeting is to be held by Electronic Means, the information required for attendees to access the meeting.

Unless otherwise determined by the Board, a notice of a meeting called as a result of a petition of members shall not include any matters other than those stated in the petition for the meeting. No error or omission in sending notice of any meeting shall invalidate any resolution passed or proceeding taken at such meeting.

4. Section 3.4 of the by-laws be amended to read:

3.4. A quorum for all meetings (and meetings adjourned to another day or place) of the members shall be twenty five (25) Members in Good Standing who are not Directors plus five (5) Directors. If a quorum is present at the opening of a meeting (or a meeting adjourned to another day or place) of the members, the members may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting (or a meeting adjourned to another day or place) of the members, the members present may adjourn the meeting to a fixed time; and

- (a) place of the meeting; or
- (b) if the meeting is to be held by Electronic Means, the information required for attendees to access the meeting;

5. Section 3.5 of the by-laws be amended to read:

3.5. The only persons entitled to be present or participate in a meeting of the members shall be Members in Good Standing. Any other person may be admitted on the invitation of the chair of the meeting or with the consent of the meeting.

6. Section 3.7 of the by-laws be amended to read:

3.7. Votes by members at a meeting of the members of the Society must be cast:

(a) in person at a meeting held in person; or

(b) individually by members for votes conducted by Electronic Means.

In either case, votes may not be cast by proxy or otherwise. The record date for the determination of the members entitled to receive notice of any meeting of the members shall be the close of business on the last business day preceding the date on which the notice of the meeting was sent to members.

7. Section 7.1 of the by-laws be amended to read:

7.1. Board meetings shall be held in the City of Calgary or by Electronic Means on 48 hours notice (unless waived) at the call of the President or any two (2) Directors; provided that Board meetings may be held outside of Calgary with the agreement of all Directors. The Board shall meet at least every three months. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, except where required by the Act. Notice of meetings of Directors shall be given by mail, personal delivery or oral communication, or sent or given by electronic means including telephone, facsimile transmission and electronic mail. Notwithstanding the foregoing, the Board may from time to time fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, in which case no other notice shall be required for any such regular meeting. For the first meeting of the Board held immediately after the election of directors at an Annual General Meeting of the members of the Society, no formal notice of such meeting of the Board shall be necessary provided that a quorum of directors is present. No error or omission with respect to notice for a meeting of the Board shall invalidate or make void any proceedings taken at the meeting. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director.