

FOUNDATION BYLAW CHANGES AND RESOLUTIONS

EXISTING BYLAW #12 – OFFICERS AND DIRECTORS

12.1 The Officers of The Foundation shall be a Chair, a Vice-Chair, and a Secretary Treasurer.

12.2 The Board of Trustees shall have five (5) elected Trustees, all of whom shall have voting privileges. With the exception of the 1st Vice of the Association, other voting members that currently sit on the Association Executive shall not be eligible to stand for election to the Foundation Executive.

12.3 A quorum shall consist of 4 voting members of the Foundation.

12.4 The Board of Trustees shall elect the Foundation Chair and Vice-Chair from its membership annually at its first meeting.

12.4.1 The Board of Trustees, at its first meeting, shall appoint the Foundation Secretary-Treasurer annually. The term of office of the Foundation Secretary-Treasurer shall not exceed a maximum of five consecutive years. Notwithstanding the maximum five-year restriction, the Board of Trustees shall maintain the authority to appoint a Foundation Secretary-Treasurer for a one-year term.

12.4.2 The Secretary-Treasurer shall receive an annual honorarium from The Foundation, which shall be established annually, by the Board of Trustees at the Annual Meeting and approved in the Annual Budget by the Membership. This honorarium shall be payable monthly.

12.4.3 The Board of Trustees shall not be entitled to any remuneration for so acting. All Board of Trustees may be reimbursed for their out-of pocket expenses while attending to the business of The Foundation if the Board approves such expenses.

The following is for information only:

1. AGLC requires **Section 12.4.1** of Bylaws be reworded:

12.4.1 The Board of Trustees, at its first meeting, shall appoint the Foundation Secretary-Treasurer annually.

2. AGLC requires **Section 12.4 .2** - Honorariums - be removed from Bylaws and reworded and placed in Regulations as follows:

12.4.2 The Secretary-Treasurer shall be paid by the Foundation for the use of office equipment and storage of Foundation materials, which shall be established annually by the Board of Trustees at the Annual Meeting, and payable monthly.”

RESOLUTION #1

WHEREAS, the following Bylaw changes were recommended by the Foundation Executive and require approval by the membership at this AGM;

THEREFORE, BE IT RESOLVED, that the following Bylaw changes be made:

12.1 Include the following: **“The appointed Secretary-Treasurer shall not be a voting member of the Board”**.

12.2 Include the following after “(5) elected Trustees”: **“plus the 1st Vice of the Association”**.

APPROVED BY THE FOUNDATION EXECUTIVE