

REPORT: Proposed Bylaw changes to be presented at SEESA's 2021 Annual General Meeting

This report provides information in support of the Special Resolutions to be considered at SEESA's 2021 Annual General Meeting.

The Alberta Societies Act, under which SEESA was formed, specifies that an association like SEESA must have bylaws to direct various aspects of its governance and organization. SEESA's Bylaws were originally approved in 1980 and have been amended multiple times by SEESA's membership over the years since then.

The current Board of Directors has identified issues with the current Bylaws (as approved by members on March 5, 2019). The Board of Directors has prepared amendments to address the identified issues. This report describes both the issues and the proposed changes.

A "Special Resolution" is the means for membership to consider and approve, or reject, the proposed Bylaw changes. A "Special Resolution", incorporating eight (8) motions will be considered at the 2021 SEESA AGM. These are important changes for SEESA. The Special Resolution vote requires the approval of at least 75% of Regular members present and eligible to vote.

Motion 2021.1 In-person and Electronic Meetings and Voting

SEESA was unable to hold a March 2021 AGM due to the conflict between SEESA's Bylaws and public health regulations limiting in-person gatherings.

The amendment applies the Societies Act newly approved definitions of "electronic meetings" and meeting by "electronic means" to provide for meeting and voting flexibility.

Motion 2021.2 Member Communications

SEESA's Bylaws limit "accepted means of communication" to mail or email.

The amendment provides for communication by mail, email, telephone, text message or fax.

Motion 2021.3 Associate Membership

SEESA's Bylaws grant automatic "associate membership" to permanent staff.

The amendment removes staff from "associate membership", affirming their status as employees rather than members of the association.

Motion 2012.4 Director and Officer Indemnification

SEESA's Bylaws (approved in March 2019) do not protect and indemnify SEESA's Directors and Officers in the event of a claim or loss, but such protection was provided in previous (2016, 2018 and earlier) versions of SEESA's Bylaws (as Approved March 8, 2018 -

Article 6.7.1 Limitation on Liability of Directors and Officers). SEESA does carry Director and Officer indemnity insurance, Insurance alone is not considered adequate.

The amendment provides Directors and Officers of SEESA's Board with indemnification. The amendment renumbers the Governance section Articles beginning with a new 7.8, and corrects a typographical error (2019 - 7.8 OFFICERS and 7.8 DUTIES OF OFFICERS).

Motion 2021.5 Appointed Public Individual

SEESA's Bylaws allow the Board to appoint a public individual to serve on the Board – with nonvoting status. Board membership without a vote does not provide for full Board participation or accountability.

The amendment provides voting privileges for a public individual appointed to the Board and establishes the term of office.

Motion 2012.6 Executive Director

SEESA's bylaws state that SEESA "will hire" an Executive Director (ED). Financial concerns caused by SEESA's closure during the pandemic and reduced grants from funders led the Board to decide to run the Association without an ED.

The amendments make the hiring of an ED optional, and address the delegation of authority for the oversight and management of SEESA to either an ED, if hired; or other Board designate(s) when the Board chooses to operate SEESA without an ED.

Motion 2021.7 President Election

President Election

SEESA Bylaws provide for two separate nomination and election / acclamation processes for the President and Directors.

The amendment eliminates the separate Presidential process and creates a single nomination and election / acclamation process for all Directors. The amendment proposes that those Directors will choose the President (and the Vice President, Treasurer and Secretary as is current practice) from amongst the Directors at their first meeting after the AGM.

Motion 2021.8 Terms of Office

The Bylaws provide for the President and Directors to serve for a maximum of four consecutive years.

The amendment provides for the President and Directors to serve for a maximum of six consecutive years, providing for greater continuity and development of Board leadership.

NOTE: The following pages contain a side-by-side comparison of the current and proposed wording of SEESA Bylaw Articles. Text in **red** indicates: a deletion from existing wording, or additional or new wording or numbering.

A Side- by-Side comparison of current and proposed Bylaw wording

Motion 2021.1 Meetings and Voting

Existing Bylaw Wording	Proposed Bylaw Wording
<p>4.1 TYPES OF MEETINGS AND VOTING 4.1.2 Voting may be held by ballot if adopted by a majority vote to do so.</p>	<p>4.1 TYPES OF MEETINGS AND VOTING 4.1.2 Regular, special, annual and committee meetings of SEESA may be conducted using any means, or combination of means, of communication by which all members participating in the meeting can hear each other simultaneously during the meeting. 4.1.3 A member participating in a meeting by these means is deemed to be present in person. 4.1.4 Notice of meetings may be given by email, mail, telephone, text message or fax. 4.1.5 Voting, to include ballot votes, may be done electronically or by show of hands.</p>
<p>4.1.3 Voting by proxy is not permitted.</p>	<p>4.1.6 Voting at any general meeting may be in person or by electronic means by a member in good standing and not by proxy. Vote may be by show of hands, by paper or electronic ballot if requested by 50% of the voting members present.</p>
<p>4.1.4 The President may cast a vote at a general meeting only when the vote is by ballot.</p>	<p>4.1.7 The President may cast a vote at a general meeting only when the vote is by ballot.</p>
<p>4.2.2 Notice of the annual general meeting shall be given at least thirty (30) days in advance in the two monthly newsletters of the Association preceding the meeting date and advertised in the regular outlets used by the Association.</p>	<p>4.2.2 Notice of the annual general meeting shall be given in writing or electronically, to the last known street or electronic address of each member, at least thirty (30) days prior to the date of the Annual General Meeting.</p>
<p>4.2.7 Fifty (50) Regular members shall constitute a quorum. (a) The presiding officer shall cancel the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting shall be rescheduled between four to six weeks later at the same time and place. Members will be notified of the rescheduled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the</p>	<p>4.2.7 Fifty (50) Regular members shall constitute a quorum. (a) The presiding officer shall cancel the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting shall be rescheduled between four to six weeks later. Members will be notified of the rescheduled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.</p>

meeting will proceed with the members in attendance.	
4.3.3 Unless a proposed motion qualifies as a Special Resolution, a minimum of ten (10) days notice of any special general meeting shall be given to the members of the Association by posting such notice in a prominent place at SEESA . This notice shall state the reason for calling the special general meeting.	4.3.3 Unless a proposed motion qualifies as a Special Resolution, a minimum of ten (10) days notice of any special general meeting shall be given to the members of the Association. This notice shall state the reason for calling the special general meeting.
6.5 A minimum of two (2) Regular members, present at the meeting, shall be appointed to carry out the distribution, collection, and counting of the ballots.	6.5 A minimum of two (2) Regular members, present at the meeting, shall be appointed to oversee the conduct of election voting .
6.6. After the ballots have been tallied, a third Regular member, shall verify the count, and then the ballots shall be destroyed .	6.6. After the vote has been tallied, a third Regular member, shall verify the count. Any hard copy ballots used shall be destroyed. Any electronic vote record shall be deleted.

Motion 2021.2 Member Communications

Existing Bylaw Wording	Proposed Bylaw Wording
2.1 “Accepted means of communication means written communication by mail or email”	2.1 “Accepted means of communication” means written or verbal communication by mail, email, telephone, text message or fax.
3.4.1 Membership shall be terminated for any of the following reasons: (a) A member may resign officially from membership by providing a signed written notice addressed to the Board. The effective date of withdrawal will become official at the following scheduled board meeting. Membership dues are non-refundable.	3.4.1 Membership shall be terminated for any of the following reasons: (a) A member may resign officially from membership by providing a notice addressed to the Board. The effective date of withdrawal will become official at the following scheduled board meeting. Membership dues are non-refundable.
5.2 SEESA Nomination Applications will be available on the SEESA website and at the SEESA location. Applications addressed to the Nominating Committee will be accepted at the front desk.	5.2 SEESA Nomination Applications will be available on the SEESA website and at the SEESA location. Applications addressed to the Nominating Committee will be accepted at the front desk or at the designated email address .

Motion 2021.3 Associate Membership

Existing Bylaw Wording	Proposed Bylaw Wording
<p>3.1.4 Associate membership does not have voting privileges. Associate membership: (a) shall be issued gratis to permanent SEESA staff members; and (b) may be issued at the discretion of the Executive Director to an adult that: (i) has not reached the age of Fifty-five (55); (ii) supports the objectives of the Association; and (iii) pays the required membership dues.</p>	<p>3.1.4 Associate membership does not have voting privileges. Associate membership may be issued at the discretion of the Board to an adult that: a) has not reached the age of Fifty-five (55); b) supports the objectives of the Association; and c) pays the required membership dues.</p>

Motion 2021.4 Director and Officer Indemnification

Existing Bylaw Wording	Proposed Bylaw Wording
<p>There is no current wording.</p>	<p>(New) Article 7.8 Protection and Indemnity of Directors and Officers.</p>
<p>There is no current wording.</p>	<p>7.8.1 Each Director and Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his / her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.</p>
<p>There is no current wording.</p>	<p>7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or for an act in his / her role for the Association, unless the act is fraud, dishonesty or bad faith.</p>
<p>There is no current wording.</p>	<p>7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.</p>
<p>Duplicate 7.8 Articles</p>	<p>Renumber 7.8 Officers to 7.9 Officers Renumber 7.8 Duties of Officers to 7.10 Duties of Officers</p>
	<p>Renumber current Articles 7.10 through 7.16 to 7.11 to 7.17.</p>

Motion 2021.5 Appointed Public Individual

Existing Bylaw Wording	Proposed Bylaw Wording
7.1.3 The Board may appoint a public individual with nonvoting status to serve on the Board.	7.1.3 The Board may appoint a public individual to serve on the Board with the same status as any other elected or appointed director. A public individual's term shall be from the date of appointment until the following Annual General Meeting.

Motion 2021. 6 Executive Director

Existing Bylaw Wording	Proposed Bylaw Wording
7.1.1 The Board governs SEESA. The Board authorizes the Executive Director to oversee the management and operation of SEESA.	7.1.1 The Board governs SEESA. The Board delegates authority to oversee the management and operation of SEESA to the Executive Director, or to one or more other Board designates.
7.5.3 The Board will hire an Executive Director who shall fulfill the duties of the managerial position as directed by the Board. The Executive Director shall, ex officio, be an officer of the Association, be a Board member, shall be entitled to receive notice and attend all meetings of the Board, committees and membership; may participate in debate; and shall have nonvoting status on the Board.	7.5.3 The Board may hire an Executive Director who shall fulfill the duties of the managerial position as directed by the Board. The Executive Director shall, ex officio, be an officer of the Association, be a Board member, shall be entitled to receive notice and attend all meetings of the Board, committees and membership; may participate in debate; and shall have nonvoting status on the Board.
9.1 The seal of the Association shall be kept in the custody of the Executive Director and when used shall be authenticated by two (2) signing officers (as per Article 7.12.2).	9.1 The seal of the Association shall be kept in the custody of the Board's designate and when used shall be authenticated by two (2) signing officers (as per Article 7.13.2).

Motion 2021.7 President Election

Existing Bylaw Wording	Proposed Bylaw Wording
6.3 The office of President shall be elected by majority ballot vote, unless there is only one nominee for an office. If there is only one nominee, the presiding officer may declare the nominee elected by acclamation (general consent).	DELETE 6.3.
6.4 The remaining director positions shall be elected by plurality ballot vote only if the number of nominees exceeds the number of available positions as determined by the	6.3 Directors shall be elected by plurality vote if the number of nominees exceeds the number of available positions as determined by the Board. If the number of nominees is equal to, or less than, the

Board. If the number of nominees is equal to, or less than, the number of available positions, the presiding officer may declare the nominees elected by acclamation (general consent).	number of available positions, the presiding officer may declare the nominees elected by acclamation (general consent). Renumber 6.5 to 6.4 and 6.6 to 6.5.
7.8.2 At the first board meeting following the annual general meeting, the directors shall elect the officer positions of Vice-President, Secretary and Treasurer.	7.9.2 At the first board meeting following the annual general meeting, the directors shall elect the officer positions of President , Vice-President, Secretary and Treasurer.

Motion 2021.8 Terms of Office

Existing Bylaw Wording	Proposed Bylaw Wording
7.2.1 The term of office for the President shall be one (1) year with a maximum of four (4) consecutive years, and until a successor is elected.	7.2.1 The term of office for the President shall be One (1) year with a maximum of three (3) consecutive years in each elected term.
7.2.2 The term of office for directors of the Board shall be Two (2) years and limited to two (2) consecutive terms, maximum four (4) years.	7.2.2 The term of office for directors of the Board shall be Three (3) years and limited to two (2) consecutive terms, maximum six (6) years.
7.2.3 A director, after serving two consecutive terms, shall not be eligible for re-election for one (1) year, unless that director is elected to the position of President.	7.2.3 A director, after serving two consecutive terms, shall not be eligible for re-election for one (1) year.
7.4.1 Any Board member who is unwilling or unable to fulfill director duties or has willfully done anything deemed by the Board to be harmful to the Association is subject to removal from office by a two-thirds (2/3) ballot vote of directors present and voting at a meeting of the Board.	7.4.1 Any Board member who is unwilling or unable to fulfill director duties or has willfully done anything that violates the SEESA Code of Conduct is subject to removal from office by a two-thirds (2/3) vote of directors present and voting at a meeting of the Board.
7.4.2 A member of the Board may withdraw from the Board upon the Board's acceptance of a signed written letter.	7.4.2 A member of the Board may withdraw from the Board upon the Board's acceptance of a written notification.