

CCA TERMS OF REFERENCE

Bylaw Review Committee

Revised November 2014

Introduction: In accordance with special resolution #2 passed by the membership of CCA at the CCA Annual General meeting on June 4, 2011, a Bylaw Review Committee is hereby appointed. It shall report to the membership of CCA.

Purpose: The role of the Bylaw Review Committee is set out in the special resolution #2:

“The membership of Cross Country Alberta (CCA) appoints a bylaw review committee consisting of up to 5 members to undertake a review of CCA’s Bylaws. This ad hoc committee of the membership will make recommendations for updates, additions and/or deletions to the CCA bylaws for the Annual General Meeting of the membership in 2012.”

The initiation of the committee was deferred by the CCA Board to 2012-2013.

Objectives:

To discuss and provide recommendations to the Board for presentation to the CCA membership:

- Review the bylaws as amended at the May 31, 2014 AGM
- Present to the Board for approval a project timeline and budget
- Conduct research and consultation necessary to make bylaw recommendations
- Make recommendations to the Board for further discussion and research
- Support the Board in taking recommended bylaw changes to the AGM for member approval
- Make recommendations to the Board for revisions to existing bylaws to meet current legal requirements
- To work with Board during planning of Spring and Fall membership meetings to ensure opportunities for consultation and the presentation of special resolutions for membership approval.

Authority

The Bylaw Review Committee:

- Will prepare recommendations to the Board to take forward by Special Resolution to the membership at the AGM and/or at a Special General Meeting.
- May expend pre-approved funds according to CCA fiscal procedures.
- May represent CCA for purposes of research with pre-approval of CCA Board
- May convene meetings, focus groups and other consultations with CCA clubs, members and other not for profits for purposes of forming recommendations, with pre-approval of the Board

Membership

Committee Members

- The members of the Committee are appointed by the CCA Board
- Up to five committee members may be appointed, to represent a cross-section of clubs and membership.
- The CCA Board will appoint a representative of the Board to act as liaison between Board and committee. This is in addition to the five members. This is a non-voting position.
- The Sport Manager of CCA assists the committee in an advisory and support role.

Chair of Committee:

- The Chair will be appointed by the CCA Board.
- The Chair will set the committee agenda; call meetings; ensure meetings records are kept and circulated to committee members, Sport Manager and CCA Board; approve committee expenses for submission to the Sport Manager.
- The Chair votes on all motions.
- The Chair is responsible for the regular reports to the CCA Board.

Decision Making

- The Committee is tasked with bringing forward clear recommendations. Where more than one feasible option presents itself, the Committee will present all options to CCA.
- Final decision on all bylaw recommendations will be the CCA membership.

Meetings

- The Committee shall determine a meeting schedule that will facilitate the achievement of the Committee's work plan.
- Minutes that reflect all significant outcomes or recommendation and decisions of the Committee must be kept by a designated member at all meetings. Minutes shall be provided, normally within one week of the meeting, to the Sport Manager to distribute to the CCA Board of Directors.
- Two week's notice of upcoming meetings will be given to Committee members and copied to the CCA Board and Sport Manager.

Timelines

- **Timeline for presentations to the CCA Board and CCA Annual or Special General Meetings**
 - The CCA Bylaws 4.2.1 (d) states *“any special or other resolutions that may be brought forward from time to time. Special resolutions must be received by the society office 50 days prior to the date set for the Annual General Meeting, in order to be considered”* and 4.1.2 *“ notice in writing of the Annual General Meeting will be given thirty (30) days and shall be delivered by ordinary mail to the last known address of each member club.”*

- The Bylaws Review Committee shall inform the CCA Board 70 days before the next General Meeting of any Special Resolution that they will be proposing to be brought forward to the membership, so that adequate time and support can be provided to ensure that the Special Resolutions are prepared for the membership according to the timeline in the Bylaws.
- The CCA Bylaws 4.3 states *“The Board may at any time call a Special General Meeting of Member Clubs for the transaction of any business, and at such meeting only the business, which is specified in the notice of the meeting, shall be considered and/or acted upon. Notice in writing of time, date and place shall be delivered by prepaid ordinary, electronic or air mail to the last known address of each Member Club at least twenty-one (21) days prior to the date of such meeting.”*
- The Bylaws Review Committee shall inform the CCA Board 30 days before the next Special General Meeting of any Special Resolution that they will be proposing to be brought forward to the membership, so that adequate time and support can be provided to ensure that the Special Resolutions are prepared for the membership according to the timeline in the Bylaws.

Timelines for work of the Committee

Phase 1

- Member consultation during winter 2014 and spring 2015
- Final approval Spring AGM 2015

Phase 2

- Member consultation during 2014, 2015 and spring 2016
- Member consultation Spring 2015 AGM
- Final approval Spring AGM 2016

6. Annual General Meeting:

4.1 Annual General Meeting

4.1.1 The AGM of CCA shall be held within 60 days of the CCA fiscal year end in each year at such time, date and place as the Board shall direct.

4.1.2 Notice in writing of the AGM will be given thirty (30) days and shall be delivered by ordinary mail to the last known address of each member club.

4.2 AGM Agenda

4.2.1 The following matters shall, inter alia, be on the agenda at such AGM:

- (a) Election of officers and directors;
- (b) Presentation of the budget of the CCA;
- (c) Presentation of the financial statements of the CCA; and
- (d) Any special or other resolutions that may be brought forward from time to time. Special resolutions must be received by the CCA office 50 days prior to the date set for the AGM in order to be considered.

4.2.2 Any member may consider and transact any business either special or general at the Annual General Meeting without prior notice thereof.

Final Approval by CCA Board: December 15, 2014

This Terms of Reference is effective: December 15, 2014