

**To:** Members, Cross Country Alberta, at the May 23, 2015 AGM

**From:** Mike Dickinson, Chair, CCA Bylaw Review Committee

**Date:** April 13, 2015

### **Report on the CCA Bylaw Review Project Update**

Following is a complete summary of the CCA Bylaw Review Project to date.

At the CCA Annual General meeting on June 4, 2011, the membership of CCA passed a special resolution:

*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.
- Oct - Nov 2012 Committee Terms of Reference drafted.
- Terms of Reference approved by CCA Board Nov. 19, 2012 and Mike Dickinson appointed Committee Chair as per Bylaw 21(b).
- Committee recruiting notice posted to CCA website and distributed to clubs Dec 2012 – Jan. 2013. No applications received.
- Committee completed review of: existing CCA bylaws; Alberta Culture/Muttart Foundation *Drafting and Revising Bylaws for Not-for-profit Organizations in Alberta*; Alberta Gaming and Liquor Commission *Charitable Gaming Policies Handbook*.
- Committee provided draft conclusions and recommendations to CCA Board May 13, 2013.
- At the direction of the CCA Board, the Committee reported to the membership at the June 2013 CCA AGM.
- Passed by the members at the June 2013 AGM:
  - A special resolution moving the adoption of essential new bylaw articles dealing with disposal of assets on dissolution; indemnification of directors; and change to the notice of Special General Meetings from 8 to 21 days.

- A resolution directing the Bylaw Review Committee *“to move ahead with rewriting of bylaws for clarity without altering the current bylaws materially except the mission sections”* for member input at the fall 2013 member meeting.
- The CCA bylaws were amended with the essential changes as per the June 2013 AGM special resolution, registered with and accepted by Service Alberta.
- The Committee rewrote the CCA bylaws as directed by the members and presented these to the CCA Board at the September 2013 meeting, where direction was received to present these at the Fall 2013 member meeting for further input. Because of changes to the agenda the proposed bylaws were not presented as planned.
- The Committee posted the revised bylaws on the CCA website February 28, 2014 and issued a call to all clubs via the emailed Nordic News on the same date asking for feedback by April 15, 2014. No feedback was received.
- At the direction of the CCA Board, the Committee reported to the membership at the May 2014 CCA AGM.
- Passed by the members at the May 2014 AGM:
  - A special resolution moving the adoption of new bylaws: adding sections including a Preamble, location of the Objects, and Definitions; adding article numbering; adding section headings and subheadings; Reorganizing related information within sections; rewriting for clarity.
  - A resolution directing the Bylaw Review Committee to go ahead and develop a process to further the bylaws.
  - Held a discussion regarding possible bylaw changes and process for the Committee.
- The CCA bylaws were amended as per the May 2014 AGM special resolution, registered with and accepted by Service Alberta. These are now the bylaws that CCA operates under.
- The Committee developed revised Terms of Reference and a detailed plan for bylaw review to be presented to the fall 2014 Member Meeting, which was cancelled. The plan included recruiting of more Committee members to assist with additional work expected if the plan was implemented. A call for Committee members was done from mid-January to end of February 2015 with no responses received.

- At the beginning of March the Committee recommended to the CCA Board that it focus on developing and presenting bylaw revisions based on best practices given the short remaining time before the 2015 AGM. This was accepted by the Board.
- Committee provided draft recommendations to CCA Board March 23, 2015 for presentation at the May 23, 2015 AGM.

### **Next Steps**

- The Committee will seek direction from members at the May 2015 AGM to determine if members wish to have the Committee do further work consulting members and developing other recommendations for changes in the CCA bylaws for the governance and operation of CCA.