

## Notice of Special Resolution Recommending Bylaw Amendments for Member Approval

The Bylaw Review Committee of Cross Country Alberta (CCA) will present amendments to the CCA Bylaws to the membership for approval at the May 23, 2015 AGM.

The Bylaw Review Committee is recommending adoption of these bylaw amendments following a bylaw review approved by the membership at the CCA Annual General meeting on June 4, 2013 and extended at the May 31, 2014 AGM.

The following bylaw revisions are proposed for acceptance at the May 31, 2014 AGM:

Section	Recommended Change
3.3	Add new section defining membership year
3.4.1	Add "and exercise other rights and privileges given to members in these bylaws"
3.6.1	Clarify the Board makes the decision to end a membership Specify an effective date for suspension
3.6.2	Delete
3.6.3	Specify rules and regulations to be cited in suspension
4.1.2, 4.3.3, 6.8.1	Specify and make consistent means of communication, and limits of CCA responsibility to notify
4.2.1 d	Increase to at least 60 days for extra preparation time
4.2.2	Require members to provide adequate notice of motions to ensure appropriate time for member consideration
4.4.2	Clarify quorum at the AGM or any Special General Meeting
4.4.3.2	Change 'skiers' in table to 'individual members' to align with preceding text
4.4.5	Add section to specify voting procedure and secret ballot
4.4.7	Specify meetings are open to public or non-members and include a provision for holding portions of the meeting in camera and how these decisions are recorded in the minutes.
5.1	Specify Officers
5.1, 5.3.2, 5.3.3	Add Director of ParaNordic Development
5.2.2	Clarify "maximum of 8 years on the Board in succession"
5.2.3	Add the Chairman automatically becomes Past Chairman upon completion of his term
5.4.1, 5.4.2	Combine
5.4.4	Specify qualifications for Directors
5.5.6	Add terms specifying expected conduct of Directors
5.6.1	Add need to call a special meeting of the Board with adequate notice to all Board members.

5.6.2	Clarify how term of office will be fulfilled
5.6.3	Add provision to remove director by members
5.6.4	Add to clarify resignation process
5.7.2	Raise quorum to reflect larger Board
5.7.3.4	Specify voting procedure
5.8.4 - 5.8.12	Add summary of duties for each Board member
6.2.1	Add general provision for assignment of duties of Sport Manager.
6.2.2	Specify accountability for oversight of other employees
6.2.3	Delete all duties of the Sport Manager as inappropriate for bylaws
6.3.5.1	Delete as unnecessary
6.3.5.2	Add 'qualified' auditor and 'appointed by Board'
6.4.1	Specify signing authority for cheques
6.4.2	Add signing authority for Sport Manager
6.5.2	Delete office hours and specify advance notice
6.8	Define accountability for notices
7.2	Specify approval for bylaw changes

The full text of the recommended bylaw changes is available on the CCA website.

**Special Resolution to be put forward at the May 23, 2015 AGM for member approval:**

The member clubs of CCA adopt the revised CCA Bylaws as presented and rescind all previous bylaws. The new bylaws will take effect upon acceptance and registration by Alberta Registries.

**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.