

## SPECIAL RESOLUTION

A special resolution regarding the amendment of the General Operating Bylaws of the

### Lake Bonavista Community Association

(Herein referred to as the "Association")

Upon and subject to obtaining the approval of the membership of the association, the General Operating Bylaws of the Association are hereby amended as follows:

1.

4.9.3 The quorum for the transaction of business at any Board meeting shall be fifty percent (50%) plus 1 of the ~~five~~ Directors that form the Board. If there is no quorum present at such meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting. (Note: No actions can be taken on resolutions until ratified).

2.

5.1.1 The Board of Directors shall consist of not fewer than ~~three~~ eight and not more than sixteen Voting Members and shall be elected on the basis prescribed under this Article 5 by those Voting Members as are present at the Annual General Meeting.

3.

6.1.2 If fewer than seven members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Voting Members to the Board, to the maximum of ~~16~~ 20, upon two-thirds majority of the votes cast by the Directors present at any duly constituted Board meeting.

4.

6.1.3 Vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a ~~quorum~~ minimum of three (3) Directors remains in office, in which case each such vacancy shall be filled at the next Annual General Meeting. However, if there is not a ~~quorum~~ minimum of three Directors, the remaining Directors shall promptly call a Special General Meeting to fill the vacancies. Any vacancy on the Board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under clause 5.2 shall again apply to that position on the Board.

5.

6.4.3 Subject to clause 5.3.2, no person may hold the same position as an Officer for more than ~~four~~ three two-year terms in succession.

6.

6.5.5 ~~Clause deleted. The Vice President Programs shall: a) have overall responsibility for LBCA Sports and Daytime programs including acting as a liaison between these groups and the Association, communicating the needs of these groups to the Association, and attending their Annual meeting and b) a) carry out such other duties as may be assigned by the Board.~~

7.

6.5.6 Clause deleted. ~~The Vice President of Membership and Communication shall: a) Have overall responsibility for Membership recruitment, the register of Members, and communication to Membership.; and b)a) carry out such other duties as may be assigned by the Board.~~

8.

6.5.7 Clause deleted. ~~The Vice President of Community Affairs shall: a) Have overall responsibility for representing Lake Bonavista community interests with the City of Calgary and other groups; and b)a) carry out such other duties as may be assigned by the Board.~~

9.

6.6.1 The Board may appoint standing or ad hoc committees to assist the Board in its decisions., ~~including such committees as a finance committee, a fundraising committee, a committee to assess traffic issues affecting the Community, a committee to assess land use planning and development affecting the Community, a social committee, a sports committee and a nominating committee.~~

10.

6.6.2 Clause deleted. ~~The Membership committee shall be a standing committee. It shall be responsible for the implementation of the annual Membership recruitment effort and maintenance of the register of Members.~~

11.

6.6.3 Clause deleted. ~~Subject to clause 5.2 the Nominating Committee shall be a standing committee. It shall be responsible for the recruitment of appropriate candidates for presentation to the Membership for election.~~

12.

7.2.4 Clause deleted. ~~Subject to clause 7.2.7, approval by a simple majority of the Board is required for: a) any single expenditure not included in the approved budget that exceeds \$5,000, and b)a) any single expenditure included in the approved budget that is anticipated to be over expended by the greater of \$5,000 or 5% of the amount included in the approved budget for that expenditure.~~

13.

7.2.5 Clause deleted. ~~Subject to clause 7.2.7, the Association may not make any single expenditure anticipated to exceed \$2,000,000 without specific authorization through a Special resolution.~~

14.

7.2.6 In all cases, expenditures or commitments shall be made in accordance with a Board approved Delegation of Authority Policy. ~~the budget and the authorization levels defined in the Bylaws.~~

15.

7.2.7 The Board of Directors must approve a budget before the end of each fiscal year. ~~The Board of Directors must approve expenditures or commitments for goods or services not included in the budget as otherwise provided by the Bylaws.~~

16.

7.2.8 Clause deleted. ~~The Program Leader must approve all expenditures or commitments, providing the expenditures do not exceed budgetary limits.~~

17.

7.2.9 Clause deleted. ~~Notwithstanding clauses 7.2.4 and 7.2.5, the Board may proceed with an expenditure for which approval is required under those Clauses insofar as the expenditure is required in an emergency situation to protect the Facility, provided that such an expenditure is then ratified as soon as is feasible under clause 7.2.4 or 7.2.5, as applicable.~~

The Directors and Officers of the Association are hereby authorized to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Per: \_\_\_\_\_

President

Per: \_\_\_\_\_

Vice President

Confirmed by majority vote of the members of the Association on the \_\_\_\_\_ day of \_\_\_\_\_ 2023.