

Discussion – Changes to the ECA Bylaws Proposed at the Special General Meeting

December 2, 2022

The review of the ECA Bylaws was prompted by conditions placed on not-for-profit societies that received funding from casinos. Alberta Gaming, Liquor and Cannabis (AGLC) requires that fund recipients have only one class of membership so that all members have the same rights and responsibilities. In addition, the COVID restrictions highlighted the need to be able to meet virtually, a condition that was not address in the 2017 bylaws. The final concern was clarity in the bylaws that reflected the original intent as well as the way the society operates practically. As such, here is a summary of the bylaw changes.

- Definitions have been updated to remove ones that were included in the list but not used in the body of the bylaws. Others were clarified.
- Classification of Members was updated to reflect a single membership class.
- Quorum for Annual and General Membership Meetings has been changed and wording updated to clarify how quorum is established. In the 2017 version, quorum was 40 but there was no clarification regarding whether 40 was representatives of unique Members or simply 40 Authorized Representatives of Members. In practice, 40 was taken to mean 40 Authorized Representatives, not 40 unique Members. This number has been reduced to 25 Authorized Representatives based on the fact that getting a quorum in attendance has proven difficult.
- The 2022 draft provides a process to proceed with a general membership meeting if a quorum is not present at the published Call to Order. The proposed process is intended to respect the time of those who are in attendance as well as the expense of holding the meeting. It also provides transparency to Members about the process that will be followed.
- Under Meetings of the Board, the Secretary is empowered to call a meeting if the President fails to do so after having been petitioned by 5 Directors.
- The section of Virtual Board Meetings formally addresses the update to Alberta *Societies Act* to enable other than in-person meetings.
- Article 7 – Mediation and Dispute Resolution is new to the bylaws and incorporates the recommendations of Service Alberta on this matter.
- Article 10 – Rules of Order replaces *Roberts' Rules* with the simplified *Parliamentary Procedure at a Glance*, a reference based on *Roberts' Rules* that is easier for a non-parliamentarian to understand.

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