

## Changes to the Bylaws for the Annual General Meeting October 2018

### Explanations for the changes:

- Having the definition of committees in the Bylaws means that many types of change to committee structure of the Board require first approval at the Board, then at the Annual General Meeting, then by the provincial government. This process can create a long delay in implementing changes planned by the Board of Directors. Removing the committee definitions from the Bylaws will allow CALL's Board to implement changes more promptly. We expect that the Province will not object to the removal of these committee definitions. However, if they do object, we will restore those that the Province deems necessary.
- The longer terms for people to represent committees on the Board is intended to reduce the risk of too much turnover of the board members at one time.
- The removal of the "Purpose" is a change required by the Province to comply with their Societies Act. This was discovered by CALL when submitting the Bylaw changes from the 2017 Annual General Meeting.

Committee Terms of Reference are defined and are in the Board Handbook.

Unchanged sections are not shown in the comparison below.

<b><u>Current CALL Bylaw</u></b>	<b><u>Proposed CALL Bylaw</u></b>
<p><b>B. Purpose</b></p> <p>The purpose of the Association shall be to facilitate lifelong learning for residents of Calgary and are who are 45 years of age or older.</p> <p><b>E. Board of Directors</b></p> <p>1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and Past President (ex officio) together with the elected chairperson or co-chairpersons of each standing committee, and up to three directors at large.</p> <p>3. The Board of Directors is elected for a term of one year commencing on the completion of the Annual General Meeting at which the Board of Directors is elected.</p> <p><b>F. Standing Committees – Appointment and Term</b></p> <p>2. The Standing Committees are shown:</p> <p><b>a. Executive Committee.</b> This committee consists of the President, Vice-President, Past President, Treasurer, and Secretary with the President acting as Chairperson. This committee carries out emergency and unusual business between Board meetings, and it looks after issues relating to liability and insurance.</p> <p><b>b. Community and Public Relations Committee.</b> This committee communicates information about CALL and its activities to the CALL membership, to partner and affiliated organizations and to the larger Calgary community in order to advance the goals and objectives of CALL.</p> <p><b>c. Program Committee.</b> This committee is responsible for planning and providing programs and activities.</p> <p><b>d. Fund Development Committee.</b> This committee raises funds through financial sponsorships and grants, as required, to support and advance the goals and objectives of CALL.</p> <p><b>e. Social Committee.</b> This committee supports CALL members by performing the hosting duties for</p>	<p><b>Delete B and reletter and renumber all subsequent sections.</b></p> <p>The purpose is no longer permitted in the Bylaws and has been registered separately with Corporate Registry.</p> <p><b>D. Board of Directors</b></p> <p>1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and Past President (ex officio) together with the eight to twelve other elected directors, each representing a Committee as defined by the Board.</p> <p>3. The Board of Directors is elected for a term of two years, except for the Vice-President, President, and Past President, which have one-year terms. The terms commence on the completion of the Annual General Meeting at which the Board of Directors is elected.</p> <p><b>E. Standing Committees – Appointment and Term</b></p> <p>2. The Standing Committees are shown:</p> <p><b>a. Executive Committee.</b> This committee consists of the President, Vice-President, Past President, Treasurer, and Secretary with the President acting as Chairperson. This committee carries out emergency and unusual business between Board meetings, and it looks after issues relating to liability and insurance.</p>

<u>Current CALL Bylaw</u>	<u>Proposed CALL Bylaw</u>
<p>organization-wide social events that the Board may authorize.</p> <p><b>f. Information and Technology Committee.</b> The purpose of the committee is to review, make recommendations to the Board and manage the audio-visual and computer technology and associated applications, including the website, for the administrative and program needs of CALL.</p> <p><b>g. Governance Committee.</b> The purpose of the committee is to, in consultation with other committees, make recommendations to the Board regarding all policies and business relating to the structure of the society. The committee will ensure, in collaboration with the Board, the creation of a Nomination Committee and effective volunteer recruitment processes.</p> <p><b>h. Finance Committee.</b> This Committee provides financial and general accounting advice to the Treasurer and provides support in the audit and budgeting process, ensures that CALL’s bylaws and policies with respect to Finance are carried out and provides financial advice to the Board as deemed necessary or as requested by the Board.</p>	
Sections A,	Unchanged
Sections C, D,	Unchanged, except for renumbering to B and C
Sections G, I, J, K L M	Unchanged, except for renumbering to F through L respectively