

## **RESOLUTION TO AMEND FHGCC BY-LAWS FOR PRESENTATION AT 2021 AGM**

**WHEREAS** the COVID-19 Pandemic has required the Club to hold meetings and conduct business virtually and electronically;

**AND WHEREAS** communications by the Club have evolved to include electronic means;

**NOW THEREFORE BE IT RESOLVED** that the By-Laws of the Fort Henry Guard Club of Canada Incorporated be amended by inserting the following **BOLD TEXT**, in the sections as set out below:

### **AMENDMENT**

### **SECTION**

- 1.                    9. ELECTION AND TERM OF OFFICE FOR DIRECTORS  
(second paragraph)**

The Nominating Committee will compile a Nomination List of current Directors and nominees and present it to the Board of Directors in sufficient time for discussion. If necessary, the Board of Directors shall nominate a President and Vice President from the nominees. The Nominations List shall be published **on the Club's website, at least Fourteen (14) days prior to the next Annual General Meeting at which the elections are to take place, or** in the Newsletter preceding the next Annual General Meeting at which the elections are to take place and sent to all members using the addresses filed with the Club Registrar.

- 2.                    9. ELECTION AND TERM OF OFFICE FOR DIRECTORS (third paragraph)**

**This posting to the Club's website or** this Newsletter announcing the date, time and place for the Annual General Meeting and the Nomination list of Current Directors and Nominees for the next term will be accepted as due notification to the members.

- 3.                    9. ELECTION AND TERM OF OFFICE FOR DIRECTORS (fifth paragraph)**

If at any Annual General Meeting, for whatever reason, fewer than the required number of Directors shall be elected the members present **in person, by telephone, electronically, virtually or by proxy** may make further nominations, as a retiring Director to reconsider; or by motion ask the newly elected Board to fill any vacancies as quickly as possible.

4. **10. VACANCIES AND REMOVAL OF DIRECTORS (second paragraph)**

Where, at a special meeting of the Board, a Director is found by two thirds of the members present, **in person, by telephone, electronically or virtually**, to have broken Club or Board Policy, the Director shall be removed from office forthwith; provided always that the Director shall have been given a reasonable opportunity to be heard.

5. **11. QUORUM**

The Chair may declare a meeting ready to transact business when one third (1/3) of the Board members are present **in person, by telephone, electronically, virtually or by proxy**.

6. **12. MEETINGS OF DIRECTORS (first paragraph)**

Except as otherwise required by law, the Board of Directors may hold its meetings **in person, by telephone, electronically or virtually**, at such places as it may from time to time determine.

7. **13. VOTING (second paragraph)**

All votes at such meetings shall be taken by **paper or electronic** ballot, if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.

8. **20. ANNUAL AND OTHER MEETINGS OF MEMBERS (first paragraph)**

The Annual General Meeting shall be held **in person, by telephone, electronically or virtually**, in July or August, and at it or any other meeting, reports will be received concerning Director activities, the Club's financial position, the status of Club membership, and Directors will be elected.

9. **20. ANNUAL AND OTHER MEETINGS OF MEMBERS (second paragraph)**

The Board of Directors or the President, or the Vice President shall have the power to call at any time a general meeting. No public notice or advertisement of member's meetings, annual or general, shall be required, but notice of time and place of every such meeting shall be **posted to the Club's website at least fourteen (14) days prior to the meeting date** or printed in a Newsletter which shall be sent, either by e-mail or regular mail, to every member, at the address shown on the records of the Club to arrive at least fourteen (14) days prior to the meeting date. Such notice

will implicitly or directly state the main reason for the general meeting.

**10. 20.(b) QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of members shall consist of not less than TEN (10) members present in person, **by telephone, electronically, virtually** or represented by proxy, provided that in no case shall any meeting proceed without THREE (3) members present in person, **by telephone, electronically or virtually**.

**11. 20.(c) VOTING OF MEMBERS (second paragraph)**

At all meetings of members every question shall be decided by a majority of the votes of the members present in person, **by telephone, electronically, virtually** or represented by proxy unless otherwise required by the Club rules or by law.

**12. 20.(c) VOTING OF MEMBERS (third paragraph)**

Every question shall in the first instance be decided by a show of hands **or electronic vote**. Unless a poll is demanded, each member having one vote in person, **by telephone, electronically, virtually** or by legal proxy; the resolution will be decided carried or not carried by a declaration by the Chairperson and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facia proof of the fact without proof of the numbers of votes in favour or against.

**13. 20. (d) PROXY VOTING (second paragraph)**

A proxy shall have the right to vote on any questions to be decided by a show of hands **or electronic vote**.

**14. 22. AMENDMENT**

This By-Law may be amended at any annual or special general meeting by a resolution passed by a majority of two-thirds of the members present in person, **by telephone, electronically, virtually** or by proxy.