

Changes to Bylaws that require a Special Resolution

A. Conditions of Membership

Bylaw 3 – We have deleted the criteria for Provincial makeup which had focused on the Western Provinces and Territories (this had been reflective of the founding organization and not as we have now evolved).

Bylaw 4 - We have included the delegation of approval of membership to the board's delegate (such as the Executive Director) to speed the approval process up (by not waiting for a board meeting for new member approvals).

Bylaw 7 – separating d) and e) with wording remaining the same.

Bylaw 10 – NEW - Addition of Code of Ethics (CAGFO adopted GFOA Code of Ethics January 2020).

B. Dissolution

Bylaw 69 – (previously Bylaw 58) Changing from distribution of property from Western Provinces and Territories (this had been reflective of the founding organization and not as we have now evolved) to like associations in Canada.

Other Bylaw Changes: While on their own each do not require Special Resolution, just a vote, we will enter this as Special Resolution to approve all at once for ease of voting and filing with Corporations Canada.

Bylaw 21 – (previously Bylaw 20) Regarding calling special meetings of members from “at least six (6) directors” to “50% of the directors”. This is a pre-cautionary change should the board numbers decline at any given period.

Bylaw 29 – (previously Bylaw 28) Deleted criteria reflecting Western Provinces and Territories (this had been reflective of the founding organization and not as we have now evolved).

Bylaw 37 – NEW – Added that 3 or more board of directors may not get together to discuss board matters without calling a board meeting to ensure that all board business is carried out at formal board meetings.

Bylaw 44 – (previously Bylaw 42) Now includes the ability for the board of directors to delegate expenditure authorization to their Executive Director. Added that neither a director of the board or the Executive Director may spend more than budgeted and that expenditures greater than budgeted, require a second signature from the board.

Bylaw 46 – (previously Bylaw 44) Inserted “governance” to the committees that the board of directors may appoint.

Bylaw 52 – (previously Bylaw 50) Added that the Treasurer may delegate some areas of responsibility to the Executive Director or other staff or contractor. As the Treasurer is a volunteer and responsibilities many, the option to delegate has been added to lighten the load.

Bylaw 53 – (previously Bylaw 51) Added that the Secretary may delegate some areas of responsibility to another board member, staff or contractor of the Association. As the Secretary is a volunteer and many responsibilities are administrative in nature, the option to delegate has been provided.

Bylaw 55 – (previously Bylaw 53) Now broken down in point form as well as adding the option to delegate signing authority up to set limits to the Executive Director. This facilitates the general affairs and operations of the organization.

Bylaw 56 – NEW – Added Executive Director; the board may appoint an Executive Director whose position is ex-officio and does not have a vote at board meetings or board committee meetings. This Bylaw recognizes the role of the Executive Director at board meetings.

Bylaws 57, 58, 59, 60, 61 & 62 – NEW – Added Committees – Stating that the board of directors may establish governance committees and the Executive Director may establish operational committees with oversight and reporting expectations.

Bylaw 63 – NEW – Added Liability – Added restrictions to board of director and Executive Director plus the requirement of a reserve fund to ensure financial sustainability.

Bylaw 66 – (previously Bylaw 55) Added that the appointed auditor must be a licensed CPA firm.

Bylaw 73 – (previously Bylaw 62) Interpretation now includes reference to pronouns.

Bylaw 74 – NEW – Added that anything not covered by these by laws shall follow procedure laid out in Roberts' Rules of Order.

Additional changes

In addition to the details of the changes above, a number of the bylaws had changes pertaining to:

- i) Spacing
- ii) Spelling
- iii) Grammar
- iv) Pronouns
- v) Modernizing, such as changing “facsimile” to “electronic means”
- vi) Adding “Association” as an also known as to “Corporation”