

The Calgary Zoological Society

EXECUTIVE SUMMARY

Re: By-law Amendments

The Society has undertaken a review of its by-laws and the Board of Trustees has recommended that the by-laws be amended and restated. The nature of the substantive changes to the by-laws is summarized below. A number of other revisions have also been made which modernize or clarify wording and definitions. The full amended and restated by-laws that are being proposed for approval by voting Members can be found on the Society's website at: www.calgaryzoo.com/bylaws

The Summary below is qualified in its entirety by the full text of the proposed by-laws.

By-law Topic	Nature of Change
Meetings of Members	<p>The revised by-laws provide the following in respect of quorum at Member meetings:</p> <p>"Fifteen Members in good standing shall constitute a quorum for the transaction of business of the Members at the Annual General Meeting or a Special Meeting. If at any such Annual General Meeting or Special Meeting a quorum is not present within thirty (30) minutes after the time for which the meeting has been called, that meeting shall be adjourned for a period of seven (7) days, to an adjourned meeting (the "Adjourned Meeting"). At the Adjourned Meeting, the Members present shall constitute a quorum for the purpose of carrying on the transaction of business of the Members of the Society."</p> <p>The revised by-laws also provide that a decision of the voting Members may also be effective if approved by a written resolution signed by all the voting Members and shall be as valid as if it had been passed at a meeting of Members.</p>
Quorum at Board Meetings	<p>The revised by-laws provide that a majority of Directors constitutes quorum. The current by-laws provide that six Directors constitute a quorum.</p>
Board Executives	<p>The by-laws have been updated to provide that the term of office for a Board Executive shall be two (2) years, provided that the Board may deem it to be in the best interests of the Society to request one or more of the Board Executives (other than the Chair or Vice-Chair) to serve for any number of successive two (2) year terms and for the Chair or Vice-Chair to serve for one additional term of up to two (2) years. The current by-laws limit the term of all Board Executives to a second two (2) year term.</p>
Board Executive - Duties	<p>The role of "Secretary-Treasurer" has been split into two roles, those of "Secretary" and "Treasurer", in order to better align the stated duties of this role with how those duties are allocated to/performed by our Board members.</p> <p>Also, the Vice-Chair duties have been updated to reflect that the Vice-Chair is not required to be an ex-officio member of every Board committee.</p>
Committees	<p>The revised by-laws provide that the Board shall appoint standing committees with responsibilities that include finance, risk, legal, governance, and human resources. The current by-laws provide that the Society shall have the following four standing Committees: Finance & Legal Committee, Governance, Human Resources and Fund Development. The proposed by-laws will provide the Board with greater flexibility to shift governance responsibilities as deemed appropriate by the Board while ensuring that the key governance areas identified are addressed by a Committee.</p>

Powers	The Society Powers that were previously approved by the Members as part of the Objects of the Society have been moved from the Objects into the revised by-laws, and the language has been updated to be consistent with the Societies Act.
Execution of Instruments	Requirements for Execution of certain Instruments were added.
Dissolution	The requirements upon dissolution have been updated to more accurately reflect the requirements of the Lease and Operating Agreement with the City of Calgary.
Virtual Meetings	The revised by-laws now provide for virtual meetings of the Members.
