



WDAFA Special Resolution Meeting Agenda

May 18, 2023 at 7:00pm

Online

Called to Order by President at 7:02pm.

Attendance:

Voting Board:

Role	Name	Present	Absent
President	Melissa Manion	X	
Vice President (chair)	Jennifer Bohaychuk	X	
Treasurer	Annette Kennett	X	
Secretary	Kim Grekul	X	
Staffing Coordinator	Tristan Stephanson		X
Bantam	Kerstin Ziesel	X	
Peewee	Devin Newman		X
Atom	Kathryn Weremey		X
Flag	Blain Fuller		X
Female	Lynn Ware		X

Others in Attendance:

Review Agenda (Any Agenda Additions or Deletions?)

Motion to accept agenda as presented.

Moved by Melissa

Secunder Kerstin

Vote: unanimous

Board Business:

1. Approval of [Bylaw](#) edits - Kim, WDAFA Secretary, got feedback about bylaws that were submitted on Jan 26, 2023 to Corporate Registries. We were asked to make a few adjustments as follows:
 - Remove the Mission Statement as Corporate Registries no longer files the Mission Statement. It was removed and has since been added to the website under the WDAFA Info tab.



- Remove point 9.6 as it was a duplicate of 9.4.
- 2.2.14.1 & 8.1.6 regarding Special Resolutions Meetings - The Societies Act states that a resolution can not be passed by *not less than 75% of members who are entitled to do so*. It also states that we need to give 21 days notice for a special resolution meeting. Corporate Registries was looking on clarification of the following:
 1. Calling special meetings
 2. Method of notification to members in regards to special meetings
 3. Time frame for notification of members of special meetings
 4. The number of members that constitute a quorum at special meetings
 5. Which members have rights of voting at special meetings
 6. How members will vote at special meetings, e.g. by show of hands, secret ballot or proxy.
 7. The number of members that constitute a quorum
 8. How members will vote
- Changes were made as such (Corporate Registries has said they meet all recommendations):
 - 2.2.13. *Special Resolution means:*
 - 2.2.14.1. *a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 66% of the eligible voting Members who vote in person;*
 - 2.2.14.2. *a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or*
 - 2.2.14.3. *a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.*

To:

2.2.13. Special Resolution means:



2.2.13.1. a resolution passed at a General Meeting of the membership of this Society by a vote of not less than 75% of members who are entitled to do so. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution.

2.2.13.2. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the Special Meeting must agree; or

2.2.13.3. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

- **8.1.6. Special Resolution Meetings may be called**
 - 8.1.6.1. *At any time by the Board or President;*
 - 8.1.6.2. *Upon receipt of a petition signed by thirty (30) members in good standing, which represents approximately 1/3 of registered participants in the WDAFA Organization for any given calendar year, the President must convene a Special Resolution Meeting. Such a petition must include the reasons for calling such a meeting, which will be included in the Notice of Meeting issued in accordance with these Bylaws.*
 - 8.1.6.3. *Notice will go out to Members of the Association via email, all social media platforms used by WDAFA and on WDAFA's website, at least ten (10) days in advance of any Special Resolution Meeting;*

To:

8.1.6. Special Resolution Meetings

8.1.6.1. Special Resolution Meetings may be called:

8.1.6.1.1. At any time by the Board or President;

8.1.6.1.2. Upon receipt of a petition signed by thirty (30) members in good standing, which represents approximately 1/3 of registered participants in the WDAFA Organization for any given calendar year, the President must convene a Special Resolution Meeting. Such a petition must include the reasons for calling such a meeting, which will be included in the Notice of Meeting issued in accordance with these Bylaws.



8.1.6.1.3. Notice will go out to Members of the Association via email, all social media platforms used by WDAFA and on WDAFA's website, at least twenty one (21) days in advance of any Special Resolution Meeting;

8.1.6.2. A quorum for Special Resolutions Meetings shall consist of fifty percent (50%) of all WDAFA Board Members in good standing.

8.1.6.3. There must be approval by a vote of 75% of the eligible voting Members present.

8.1.6.4. All votes must be made in person or by video conference by that specific WDAFA Board Member and not by proxy.

8.1.6.5. The Agenda shall only consist of what the Special Resolution Meeting is being called for.

8.1.6.6 A Special Resolution meeting will be called to deal with special business of a legal entity.

Motion to accept bylaw changes as presented.

Moved by: Kerstin

Secunder: Melissa

Vote: Unanimous

Motion to adjourn the meeting.

Moved by: Kim

Secunder: Kerstin

Vote: unanimous

Meeting Adjourned at 7:05 pm

DRAFT Minutes submitted for Board review by WDAFA Secretary on June 7, 2023.

Minutes Approved by Board motion on June 7, 2023.