



CRAIGDARROCH CASTLE®

June 8, 2022, Annual General Meeting

Craigdarroch Castle Historical Museum Society - By-Law amendment

The Craigdarroch Castle Historical Museum Society is governed in our operation by the legislation of the Province of British Columbia's Society's Act. The organisation is led by a volunteer Board of Directors. Directors are elected to a maximum of two 3-year terms and are chosen for their varied skills to provide organisational governance and to support the executive director and staff in the daily operation of the museum.

In order to support succession planning goals and to improve board flexibility, the Board of Directors is proposing a change to the Society's by-laws to adjust the size of the Board. This change is intended to provide the Board with the ability to engage with volunteer directors in a different way. As Article 28 b in the Society's by-laws is currently written, the Board shall have twelve (12) directors. Over the years the organisation has heard from potential volunteers that they are interested in joining the board but are more interested in doing so to support specific projects rather than ongoing governance. By adjusting the size of the board to allow for a minimum of eight (8) and maximum of twelve (12) directors, the Society will be able to meet organizational governance requirements while being able to engage volunteers for special initiatives by increasing or decreasing the size of the Board as needed.

The Board of Directors recommends making the amendments to the current by-laws as outlined in purple on the document included below. A vote on these recommendations will take place at the June 8, 2022, AGM. The Society's Bylaws, Part IV -Proceedings at General Meetings, requires that a vote on a special resolution at a meeting have 75% approval in order to pass.

Current Article

28. b. The number of Directors shall be twelve.

Amendment

28. b. The number of Directors shall be no fewer than eight and not more than twelve.

Current Article

30. No act or proceeding of the Directors is invalid only by reason of there being fewer than twelve Directors.

Amendment

30. No act or proceeding of the Directors is invalid only by reason of there being fewer than eight Directors.