

April 6, 20210

Annual Meeting Agenda item

This is notice to the membership of proposed amendments to the Constitution and By-laws of the Oshawa Historical Society to be considered at the Annual Meeting May 18, 2021 and to become effective upon approval. The following proposed amendments were submitted by Marg Wilkinson, Vice President and Governance Committee Chairperson, and Keri Semenko, President and were approved by the Board of Directors on March 29, 2021.

| Current Bylaws  | Proposed Amendments  | Rationale   |
|---|--|---|
| <p>By Law 3 – Membership, Section 1 – General<br/>b) Membership fees shall be due and payable to the Society by February 1st each year.</p>   | <p>a) Membership shall extend from January 1st to December 31st.<br/>b) Memberships will expire if not paid in full by the second meeting of the new year.</p>   |   |
| <p>By Law 5 – Meetings, Section 2 Board of Directors Meetings<br/>a) The President may call a special Board of Directors Meeting by giving at least seven days notice of the time and place of the meeting and of the specific items to be considered. No additional items may be added to the agenda for a special Board of Directors Meeting.</p> | <p>a) The President may call a special Board of Directors Meeting by giving at least 24 hours notice of the time and place of the meeting and of the specific items to be considered. No additional items may be added to the agenda for a special Board of Directors Meeting.<br/>b) Electronic Meetings. Any Board meeting may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the number of Directors participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting.<br/>c) Directors’ resolutions can be passed by email with unanimous support instead of holding a meeting.</p> | <p>Allowing the Board to utilize electronic means to conduct business increases efficiency and effectiveness.</p> |

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| <p>By Law 5 – Meetings, Section 1<br/>General Meetings</p>   | <p>Section 1 e) added quorum for special General Meeting is 25 which is the same as a General Meeting.</p>   |  |
| <p>By Law 5 – Meetings, Section 4<br/>Annual Meeting<br/>a) The Annual Meeting shall be held during the month of May in each fiscal year at such time and place as may be determined by the Board of Directors.</p>  | <p>Section 4 - Annual Meeting<br/>a) The Annual Meeting shall be held each fiscal year at such time and place as may be determined by the Board of Directors.</p>  |  |
| <p>By Law 6 – Elections, Section 2<br/>Voting Rights</p> <p>g) Each member of the Society shall be entitled to grant a proxy to another member of the society for the election of the Board of Directors. A Proxy Form, available from the Secretary to the Membership, must be witnessed and delivered to the Human Resources Committee Chairperson at least two days before the Annual Meeting. A person appointed as a proxy voter must be a member of the Society and can only use the proxy vote if the member granting it is not in attendance at the meeting</p> <p>h) A member may act as a proxy voter for only one person at any Annual Meeting.</p> <p>i) A member may vote by proxy only if unable to attend the Annual Meeting by reason of illness or absence from the city.</p> | <p>Members not in attendance at an Annual Meeting may vote by appointing a proxyholder, who is not required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by its subject to the following requirements:</p> <p>(a) a mandatory proxy form available from the Oshawa Historical Society must be used to appoint a proxy</p> <p>(b) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;</p> <p>(c) a proxyholder has the same rights as the member by whom they were appointed.</p> <p>(d) Proxies must be received by the Oshawa Historical Society no later than twenty-four (24) hours, excluding Saturdays, Sundays and Statutory holidays, before the Annual Meeting.</p> <p>g) Each member of the Society shall be entitled to grant a proxy for all business conducted at the Annual Meeting.</p> <p>h) A person designated by a member may act as a proxy voter for only one member at any Annual Meeting.</p> | <p>The current mechanism in place for proxy voting at the annual meeting was too cumbersome and outdated. The proposed revisions should make it easier to utilize. See proposed sample of a proxy form included in this mailing.</p> |

In addition there are proposed increases to membership fees as indicated below. It has been more than ten years since membership rates were increased.

| <b>Membership Category</b> | <b>Membership Fee Current</b> | <b>Proposed Membership Fee January 1, 2022</b> |
|----------------------------|-------------------------------|--|
| <b>Individual</b>          | \$20                          | \$30   |
| <b>Family</b>              | \$25                          | \$40   |
| <b>Student</b>             | \$5                           | \$15   |
| <b>Organization</b>        | \$25                          | \$50   |
| <b>Life</b>                | \$300                         | \$400  |
| <b>Mailing Option</b>      | \$10                          | \$15   |