

Notice of Proposed Amendment to Calgary Opera Association Bylaws

Proposal to be voted on at the AGM on September 21, 2023

BYLAW AMENDMENT – Article 7.02 (p. 5-6)

Current Wording:

The term of office of each and every Director shall be one year, commencing at the Annual General Meeting at which he or she is elected and continuing, except as hereinafter provided, until the next following Annual General Meeting at which time each Director shall resign. If individuals are elected as Board members at some time other than at an Annual General Meeting, their term of office shall continue until the next following Annual General Meeting, at which time the Nominating Committee may in its discretion nominate such individuals for Board membership for a one year term of office.

Proposed Change:

Board members are elected to hold office on the Board for a term of 3 years. A Board member may be re-elected to serve two (2) consecutive three (3) year terms. Following the conclusion of the 2nd term, the Board member must cease to serve on the Board for at least one year, with a potential to be invited to return for an additional two years by the Nominating & Governance Committee. Officers may be nominated to serve one additional (3rd) consecutive 3-year term, should that be deemed critical by the Nominating & Governance Committee in order to ensure the proper continuity and succession of the Officers of the Association. Terms begin and end at Annual General Meetings. If individuals are elected as Board members at some time other than at an Annual General Meeting, their term of office shall continue until the next following Annual General Meeting, at which time the Nominating & Governance Committee may in its discretion nominate such individuals for Board membership for a regular three (3) year term of office. The first 3-year term for Board members elected at some time other than at an AGM begins at the next AGM.

Notice given on August 30, 2023