

**RESOLUTION
OF THE
MIRAMICHI SALMON ASSOCIATION INC.
(the "Association")**

BE IT RESOLVED:

That the By-Laws of the Association be amended as follows:

1. Section 22 of the By-Laws be hereinafter designated as subsection 22(a);
2. By adding to section 22 of the By-Laws the following subsections:
 - "22 (b) The officers appointed by the Board under subsection 22 (a), the immediate past chair, and the chairs of the various standing committees of the Association, shall be known as the Executive Committee of the Association. The Chair has the power to appoint one or more directors of the Association as additional members of the Executive Committee as he or she sees fit from time to time. Such appointments shall hold the position of a member of the Executive Committee until the next annual meeting of the Association, unless in the meantime they ceased to be members of the Board of Directors; and
 - 22 (c) The Executive Committee between Board of Directors meetings shall have the full power and authority to administer and manage the affairs of the Association, to implement policies as directed by the Board of Directors and to make such rulings and decisions, not contrary to the law, the Association's By-Laws or policies as determined by the Board of Directors and within the financial guidelines of the Association's annual budgets, as the Executive Committee deems necessary for the proper management of the affairs of the Association.
 - 22(d) The Chair elected under section 20(a) shall be chair of the Executive Committee.
 - 22(e) The presence of seven (7) members of the Executive Committee shall constitute a quorum for the transaction of any business.
 - 22(f) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes thereof, except that, in the event of an equality of votes, the Chair shall not have a second or casting vote."
3. By adding as section 38 of the By-laws, the following:
 - "38(a) Any member or director entitled to attend and vote at a meeting of the members, the directors or the executive committee may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Association that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members, directors or executive committee by such means is deemed to be present at the meeting.

- 38(b) If the directors or the members of the Association call a meeting of the directors or the members pursuant to the Association's By-Laws, those directors or members, as the case may be, may determine that:
- (i) The meeting shall be held, in accordance with the By-Laws of the Association, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - (ii) Any vote shall be held entirely by means of a telephonic, electronic or other communication facility made available by the Association.
- 38(c) Any person participating in a meeting under this Section 38 and entitled to vote at that meeting may vote by means of the telephonic, electronic or other communication facility made available to the Association, including, but not limited to the foregoing, email.
- 38(d) Any vote at a meeting of the members or directors, or executive committee, may be carried out by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification."