**NOTICE OF SPECIAL RESOLUTION**

**OF THE**

**SIERRA CLUB OF BRITISH COLUMBIA FOUNDATION**
(the "Society")

The following special resolution will be proposed for approval at the Society's Annual General Meeting to be held on October 28, 2026:

***Note that while this special resolution will be considered and approved at the members' meeting, the amendments will not come into effect until the Society files a Bylaw Alteration Application with the BC Registrar of Companies. Until such time, the current bylaws will remain in effect.***

**Special Resolution: "Best Practice" Update**

RESOLVED, as a special resolution, that the Bylaws of the Society be amended as follows:

1. by deleting existing paragraph (b) of Bylaw 39 [*Nominations and Elections of Directors*] in its entirety and replacing with the following as the new paragraph (b):

   "(b) The nominating committee's nominees will be communicated to the membership by electronic and/or regular mail, along with a call for any further nominations from the membership, and instructions on how such nominations may be submitted, a minimum of 4 weeks in advance of the annual general meeting. Members may submit additional nominations in accordance with the process set out by the nominating committee for 7 days following the communication, or such longer period as the nominating committee may expressly provide. After this period, no further nominations will be permitted. Any additional nominations must be qualified in accordance with bylaw 36, and any who are not qualified cannot stand for election. The full list of nominees will be communicated to the membership by electronic and/or regular mail with a minimum of 2 weeks' notice in advance of the annual general meeting. For greater certainty, nominations will not be permitted from the floor at the annual general meeting."

*Please see Schedule A attached for a redline of the Bylaws showing the proposed changes.*

**Authorization**

RESOLVED, as an ordinary resolution, that the solicitors for the Society, Miller Thomson LLP, are hereby authorized and directed to take all actions that are necessary or desirable in filing the Bylaw Alteration Application to give effect to the foregoing amendment to the Society's Bylaws.