

**SPECIAL RESOLUTIONS OF THE MEMBERS
OF**

ONTARIO LIBRARY ASSOCIATION
(hereinafter referred to as the "Corporation")

Dated the 25 day of February 2025

**ADOPTION OF AMENDING BY-LAW NO. 1 TO
AMEND GENERAL OPERATING BY-LAW NO. 1**

WHEREAS the Corporation wishes to amend General Operating By-law No.1 enacted on the 29th day of February, 2024 by adopting Amending By-law No. 1 to change certain sections regarding the composition of the Board and as more particularly set out in Amending By-law No. 1 attached hereto as Schedule "A";

BE IT RESOLVED THAT:

1. Amending By-law No.1 to amend General Operating By-law No. 1, in the form attached hereto as Schedule "A" is hereby confirmed.
- 2.. In the event that minor amendments are required to be made to the provisions contained within Amending By-law No.1, any Director or Officer of the Corporation is hereby authorized to make such minor amendments as may be necessary, subject to first obtaining advice from legal counsel for the Corporation; and
3. The Chair and the Secretary of the Corporation are hereby authorized to sign the said Amending By-law No.1 on behalf of the Corporation.

ARTICLES OF AMENDMENT

AND WHEREAS the Restated Articles of Incorporation of the Corporation provide that there shall be a fixed number of eighteen (18) Directors;

AND WHEREAS it is deemed expedient and in the best interests of the Corporation to change the number of Directors on the Board in accordance with the Corporation's Amending By-law No. 1 from a fixed number of eighteen (18) Directors to a minimum of ten (10) and maximum of fourteen (14) by filing Articles of Amendment with respect to same.

THEREFORE BE IT RESOLVED THAT:

1. the number of Directors of the Corporation is determined to be a minimum of ten (10) and
2. maximum of fourteen (14) Directors until otherwise changed by resolution of the Members of the Corporation;

3. the Corporation is hereby authorized to amend the number of Directors by filing Articles of Amendment attached hereto as "Schedule "B";
4. any Officer or Director of the Corporation be and is hereby authorized to execute such Articles of Amendment and file same with Corporations Canada and to do such other acts and things as may be necessary to effect same;
5. the number of members of the Board of Directors is hereby confirmed to be fourteen (14) until otherwise changed by resolution of the Members of the Corporation.