



**Cedar Shake &
Shingle Bureau**

P.O. Box 1178, Sumas, WA, USA 98295-1178

Tel: 604-820-7700 Fax: 604-820-0266 www.cedarbureau.org

MEMO

To: All Cedar Shake and Shingle Bureau ("CSSB") Voting Members
From: Lynne Christensen, Director of Operations
RE: Annual General Meeting Notice
Date: August 2, 2018

VIA: Email, Website Posting & Regular Mail

Annual General Meeting

The Cedar Shake and Shingle Bureau's Annual General Meeting ("AGM") for Members will be held at 8am Pacific Time, Monday, September 17, 2018 at The Quality Inn and Conference Centre, 36035 N Parallel Rd, Abbotsford, British Columbia, V3G 2C6 Canada. Tel: (604) 870-1050.

CSSB Bylaw Amendments

There are two Bylaw amendment proposals via Board of Directors resolution (addition in bold, deletion via strikethrough):

Proposed Bylaw Amendment #1: Establishing a Director seat reserved for small sized Mill-Members
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ARTICLE V, Section 2: Number, Qualifications and Tenure.

The Board shall consist of ten (10) Directors in the following categories:

- (a) ~~Five (5)~~ **Four (4)** Directors shall be Mill-Members or representatives of Mill-Members whose principal mills or facilities are located in Canada;
- (b) Two (2) Directors shall be Mill-Members or representatives of Mill-Members whose principal mills or facilities are located in the United States;
- (c) **One (1) Director shall be a Mill-Member or representative of a Mill-Member whose principal mills or facilities are located in Canada or in the United States that qualifies as a small Mill-Member based on criteria established by the Board of Directors from time to time; and**

~~(e)~~(d) Three (3) Directors shall be Affiliate-Members or representatives of Affiliate-Members;

Provided, however, in the event an insufficient number of Directors was nominated and elected or is serving in any such category, a Director in any other category may be nominated and elected, or appointed by the Board under Section 5 below, to fill such vacancy.

Proposed Bylaw Amendment #2: Ensuring Mill-Members and Affiliate-Members only produce, sell, market and deal with on grade products.

ARTICLE III, Section 1: Members.

CSSB shall be comprised of Members who:

(a) submit an application for Membership as a Mill-Member or Affiliate-Member and pay the admission fee established by the Board of Directors;

(b) are elected to Membership by a majority vote of the Board of Directors, provided, however, that an applicant whose Membership was previously terminated by CSSB must be approved by a vote of at least three-fourths of the Board of Directors for reinstatement;

(c) execute a Membership agreement as a Mill-Member or Affiliate-Member in the form approved by the Board of Directors ("Member Agreement"), and agree to indemnify CSSB for any costs, expenses, attorneys' fees or damages arising in any way from such Member's manufacture, processing, treatment, promotion, marketing, purchase, sale, installation, maintenance, repair or use of Products;

(d) comply with the requirements for Membership as a Mill-Member or Affiliate-Member set forth in Section 2 or 3 below, respectively;

(e) comply with the letter, spirit and intent of these Bylaws and any amendments thereto, its Member Agreement, and all policies, procedures, rules and regulations adopted by resolution of CSSB Members or the Board of Directors and annexed to these Bylaws; and

(f) do not knowingly (i) manufacture, process, treat, promote, market, distribute, or sell Products at any mill, facility, premises, or location owned, operated, managed, or controlled by such Member, directly or indirectly, in whole or in part, that do not comply with CSSB's Product quality and grading policies, rules, regulations, and standards, or (ii) install or specify such non-compliant Products; and

~~(f)~~g) permit any person or entity authorized by CSSB to enter its offices, mills, facilities or other premises during business hours to review and enforce its compliance with these Bylaws.

This mailing serves as notice that Members who wish to submit proposed amendments to the Bylaws shall do so on the form attached and **return them to the CSSB office no later than 4pm Pacific Time, August 27, 2018**. Proposed Bylaw amendments will also be accepted from the floor at the AGM on September 17, 2018 (a seconder by a different Member in good standing is required for all floor proposals). All proposed Bylaw amendments received from Members by the deadline date will be sent out to the full membership in an updated Bylaw amendment and overview package.

Director Elections

There are 10 (ten) Board of Directors positions. This year Members will be asked to vote for the following Board of Directors positions (note there are 6 open seats):

- US Manufacturer-Members (1 open seat, 2-year term)
- Canadian Manufacturer-Members (2 open seats, each with a 2-year term)
- Affiliate-Members (3 open seats, two with a 2-year term, one with a 1-year term)

Nominations

A Director nomination form is attached. Chairman Brooke Meeker has appointed a Nominating Committee, chaired by Terry Kost. If you or a colleague is interested in serving on the Board of Directors, please return **the completed nomination form to the CSSB office by 4pm Pacific Time, August 27, 2018**. This will ensure that your candidate(s) is considered during the nomination process. As per the CSSB Bylaws and AGM protocol, **nominations will also be welcomed from the floor**. Floor nominations (a seconder is required for all floor nominations) will be added to the ballot prior to voting. The Bylaws also provide that no Member or group of Members under common ownership, operation, management, supervision or control may have more than one representative nominated for election or serving as a Director.

Candidate Qualifications

In order to provide Members with a more comprehensive understanding of Director qualifications and expectations, the CSSB offers the following list of Director criteria:

- Able to satisfy Board of Directors' service requirements;
- Attend minimum of three (3) West Coast meetings per year as well as the 2019 Annual General Meeting;
- Actively serve on Board of Directors committees as appointed;
- Participate in both Board of Directors and Board Committee conference calls as required;
- Review and respond promptly to documents by email;
- Acknowledge and uphold fiduciary duties to the CSSB and its Members, which include the duties of care, loyalty and good faith;
- Formulate and articulate independent views, whether or not consistent with views of colleagues on the Board of Directors;
- Avoid conflicts of interest: Directors are prohibited from serving as a director, officer or employee of any trade association or organization that competes with the CSSB or whose interests or objectives conflict with those of the CSSB;
- Demonstrate understanding and acceptance of the CSSB's Bylaws;
- Exhibit commitment to the CSSB's mission statement and goals;

- Knowledgeable about the cedar shake and shingle industry;
- Maintain confidentiality of CSSB proprietary information and all other information designated as confidential;
- Offer diplomatic contributions to discussions;
- Perform duties diligently while maintaining the goodwill of Members and fostering the effective functioning of the Board of Directors;
- Possess basic grasp of legal issues and financial statement interpretation, and demonstrate good listening skills;
- Promise to extend to CSSB or all its Members any corporate and business opportunities discovered or developed as a result of serving on the Board of Directors;
- Comply with staff and Board of Directors' timelines for decision-making;
- Serve with honesty, integrity, and good faith; and
- Support Board of Directors' decisions and actions once they have been approved.

**** Requirement for All Candidates – Biographies****

Candidate biographies will be circulated to the Membership. Biographies for ALL Candidates must be sent to lynne@cedarbureau.com by 4pm Pacific Time, August 27, 2018, and must be 300 words or less. The CSSB reserves the right to edit or modify candidate biographies received that are of inappropriate length or content. If you do not have access to email, please contact the CSSB office to make alternative arrangements.

Proxy Votes

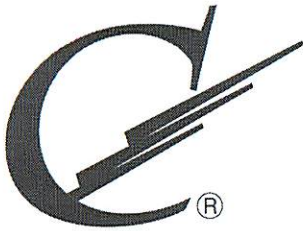
As per current CSSB Bylaws, there are no proxy votes at the AGM. All voting is done by mail-in ballots after the AGM except for votes by acclamation.

Current Directors

The following Directors currently hold a seat on the CSSB Board of Directors, have terms which do not expire until 2019, and therefore are NOT part of the election process this year:

- Stuart Dziedzic
- Terry Kost
- Brooke Meeker
- Ed Watkins

Please contact me if you have any questions about the AGM meeting process.
Thank you.



**Cedar Shake &
Shingle Bureau**

BYLAW AMENDMENT REQUEST FORM

Please ensure that all required information is provided. Incomplete forms will not be accepted.

ANNUAL GENERAL MEETING 2018

Return to FAX NUMBER: 1-866-484-8068 or email: lynne@cedarbureau.com

DEADLINE FOR RECEIPT: 4pm Pacific Time, August 27, 2018

(Attention: Lynne Christensen, Director of Operations)

I, _____
(print your name)

of _____
(print name of your Member company)

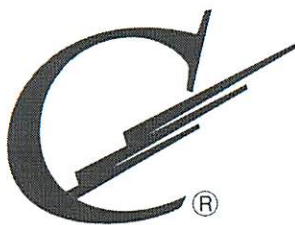
hereby request that the following proposed Bylaw amendment be placed before the Membership at the 2018 Annual General Meeting (contact the CSSB office if you would like this form in MS Word electronic format):

All Bylaw amendment proposals must be presented at the AGM by motion and seconded, by different Members in good standing, before they will be placed on an official ballot. Proposed Bylaw amendments that raise undue risk under antitrust or other laws or that are of questionable legality, in the CSSB's legal counsel's opinion, shall not be placed in the Bylaw amendment proposal package sent to Members. Proposed Bylaw amendments may be reworded into more legally appropriate or acceptable language. The CSSB will attempt to discuss any such rewording with the Member proposing the amendment before the proposed amendment is included in the final Bylaw amendment proposal package to be considered by Members.

(Member signature)

(Date)

Office Use Only: received by: _____ received on: _____



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NOMINATION FORM

Please ensure that all required information is provided. Incomplete forms will not be accepted.

**** Ensure you submit the required candidate biography with each nomination.****

ANNUAL GENERAL MEETING 2018

Return to FAX NUMBER: 1-866-484-8068 or email: lynne@cedarbureau.com

DEADLINE FOR RECEIPT: 4pm Pacific Time, August 27, 2018

(Attention: Terry Kost, Chair, Nominating Committee)

I, _____
(print your name)

of _____
(print name of your Member company)

hereby nominate _____
(print name of the candidate)

of _____
(print name of the candidate's Member company)

as a Candidate for the 2018 election of the Cedar Shake and Shingle Bureau Board of Directors.
This candidate is nominated for the following Director position (Circle one of three choices below):

Affiliate / Canadian Manufacturer / US Manufacturer

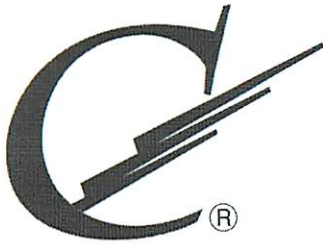
Submitted by:

By signing below, you acknowledge and represent that the Candidate has reviewed the Candidate Qualifications, Director Criteria and Board of Directors' meeting schedule, that the Candidate understands the importance of Directors' attendance at meetings, and that the Candidate certifies s/he is willing and able to attend the meetings listed. A candidate biography is attached.

(Nominator's signature)

(Candidate's signature)

Office Use Only: received by: _____ received on: _____



**Cedar Shake &
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MEMBERSHIP BUSINESS MEETING AGENDA

2018 Annual General Meeting

8:00am Pacific Time, September 17, 2018

The Quality Inn and Conference Centre

36035 N Parallel Rd, Abbotsford, BC V3G 2C6 Canada Tel: (604) 870-1050

Call to Order

Annual Reports

- Chairman
- Vice-Chairman
- Management

Administration

- Meeting Notice
- Quorum Present
- Speakers' Protocol

Adoption of Minutes of 2017 Annual General Meeting

Bylaw Amendments

- Process Overview
- Discussion

Elections

- Process Overview
- Election of Directors, US Manufacturer
- Election of Directors, Canadian Manufacturer
- Election of Directors, Affiliate
- Election Results announcement date

Other Business

Adjourn