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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, 2019

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 16, 2019 at The Quality Inn and Conference Centre, 36035 N Parallel Rd, Abbotsford, British Columbia, V3G 2C6 Canada. Tel: (604) 870-1050.

CSSB Bylaw Amendments

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 26, 2019**. Proposed Bylaw amendments will also be accepted from the floor at the AGM on September 16, 2019 (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 9 (nine) Board of Directors positions. This year Members will be asked to vote for the following Board of Directors positions (note there are 5 open seats):

- US Manufacturer-Members (1 open seat with a 2-year term)
- Canadian Manufacturer-Members (2 open seats, each with a 2-year term)
- Small Manufacturer-Members, either US or Canadian* (1 open seat with 2-year term)
- Affiliate-Members (1 open seat with a 2-year term)

*Note: The CSSB Board of Directors defines a small mill as a Manufacturer-Member whose annual production dues are in the lowest 20% of the tally period.

Nominations

A Director nomination form is attached. Chairman Brooke Meeker has appointed a Nominating Committee consisting of Mark Carroll (Affiliate), Terry Kost (US Manufacturer) and Curtis Walker (Canadian Manufacturer). 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 26, 2019**. 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 second by a different Member in good standing 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 Annual General Meetings during entire term;
- 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 under the CSSB Board of Directors' & Officers' Conflict of Interest Policy, including 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 26, 2019, 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 2020, and therefore are NOT part of the election process this year:

- Terry Adkins
- Mark Carroll
- Sanjna Hothi
- Curtis Walker

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 2019

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

DEADLINE FOR RECEIPT: 4pm Pacific Time, August 26, 2019

(Attention: Lynne Christensen, Director of Operations)

I, _____
(print your name)

of _____
(print name of your Member company)

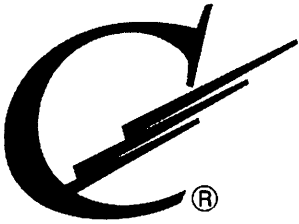
hereby request that the following proposed Bylaw amendment be placed before the Membership at the 2019 Annual General Meeting (contact the CSSB office if you would like this form in MS Word electronic format):

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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**Cedar Shake &
Shingle Bureau**

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 2019

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

DEADLINE FOR RECEIPT: 4pm Pacific Time, August 26, 2019

(Attention: 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 2019 election of the Cedar Shake and Shingle Bureau Board of Directors.

Circle one of the four choices below to indicate Candidate Category:

Affiliate / Canadian Manufacturer / US Manufacturer / Small 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 &
Shingle Bureau**

MEMBERSHIP BUSINESS MEETING AGENDA

2019 Annual General Meeting

8:00am Pacific Time, September 16, 2019

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 2018 Annual General Meeting

Bylaw Amendments

- Process Overview
- Discussion

Elections

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

Other Business

Adjourn