



**Cedar Shake &
Shingle Bureau**

MEMO

To: All Cedar Shake and Shingle Bureau (“CSSB”) Voting Members

From: Nav Koonar, Director of Operations
Nav.koonar@cedarbureau.org

Re: Annual General Meeting Notice

Date: September 7, 2023

VIA: Email, Website Posting & Fax (when email not available)

Annual General Meeting

The Cedar Shake and Shingle Bureau’s Annual General Meeting (“AGM”) for Members will be held at 9 am Pacific Time, Wednesday, October 4th, 2023.

Where: Delta Hotel by Marriott Burnaby Conference Centre

Address: 4331 Dominion Street
Burnaby, BC. V5G 1C7
PH: 1 604 453 0750

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 4 pm Pacific Time, September 22nd, 2023**. Proposed Bylaw amendments will also be accepted from the floor at the AGM on October 4th, 2023 (a seconder by a different Member in good standing is required for all Bylaw amendment proposals from the floor). 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 5 open seats):

- US Mill-Members (2 open seats, each with a 2-year term)
- Canadian Mill-Members (1 open seat with a 2-year term)
- Small Mill-Members*, either US or Canadian (1 open seat with a 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 Mill-Member whose annual production dues are in the lowest 20% of the tally period. Please contact the Director of Operations to see if you qualify for the Small Mill Member category.

Nominations

A Director nomination form is attached. Vice Chairman, Sanjna Hothi is the Chair of the Nominating Committee which consists of David Balistreri, Mark Carroll, Curtis Walker & Ed Watkins. If you or a colleague is interested in serving on the Board of Directors, please return **the completed nomination form to the CSSB office no later than 4 pm Pacific Time, September 22nd, 2023.**

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 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. All proposed Director nominations received from Members by the deadline date will be sent out to the full membership in an updated Director nomination and overview package.

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) meetings (in person, virtually or by phone) per year as well as the Annual General Meetings during their 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 nav.koonar@cedarbureau.org by 4 pm Pacific Time, September 22, 2023, 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 email/fax/snail mail ballots after the AGM except for votes by acclamation.

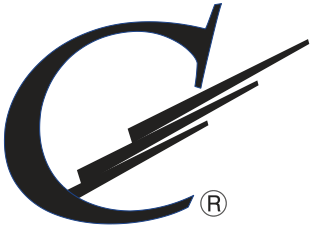
Current Directors

The following Directors currently hold a seat on the CSSB Board of Directors, have terms which do not expire until 2024 and therefore are NOT part of the election process this year:

- David Balistreri
- Mark Carroll
- Sanjna Hothi
- Curtis Walker
- Ed Watkins

Please contact me at 604 820 7700 or nav.koonar@cedarbureau.org 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 2023

Return to FAX NUMBER: 1 604 239 1782 or email: nav.koonar@cedarbureau.org

DEADLINE FOR RECEIPT: 4 pm Pacific Time, September 22, 2023

(Attention: Nav Koonar, 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 2023 Annual General Meeting (contact the CSSB office 604 820 7700 if you would like this form in MS Word electronic format):

All Bylaw amendment proposals presented at the AGM by motion, must be seconded by a different Member 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 are legally questionable, in the CSSB's legal counsel's opinion, will 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 prior to the proposed amendments inclusion 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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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 2023

Return to FAX NUMBER: 1 604 239 1782 or email: nav.koonar@cedarbureau.org

DEADLINE FOR RECEIPT: 4 pm Pacific Time, September 22, 2023

(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 2023 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 Mill Manufacturer

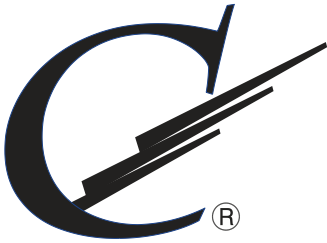
Submitted by:

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: _____



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MEMBERSHIP BUSINESS MEETING AGENDA

2023 Annual General Meeting

9:00 am Pacific Time, October 4th, 2023

In Person as Registered / Teams Meeting by Invitation

Call to Order

Annual Reports

- TBD

Administration

- Meeting Notice
- Quorum Present
- Speakers' Protocol

Adoption of Minutes of 2022 Annual General Meeting

Bylaw Amendments

- Process Overview
- Discussion

Elections

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

Other Business

Adjourn