

MCGA MEMBER'S RESOLUTION February 12, 2010

Whereas MCGA's former members foot 100% of MCGA's operations and

Whereas a from time to time the members at a members' meeting adopt a resolution based on the democratic principle that we the members democratically self-determine our organization's path forward, and

Whereas MCGA bylaw #19 requires that "The board of Director shall be responsible for... the implementation of all resolutions passed at the annual meeting" and likewise MCGA bylaw #26 "The President is responsible... for ensuring that all policies and actions approved by the membership or the Board are properly implemented."

Whereas MCGA bylaw #13 requires "Any director who is not present at three consecutive Board of Director's meeting shall be deemed to have resigned as a director",

Be it resolved that those individual MCGA directors who within 3 months of the members' meeting refuse by way of directors resolution to implement the member's resolution nor take steps to exercise their due diligence responsibilities by formally showing cause, then of that date those directors who have refused to carry out the members' resolution shall be deemed to have resigned as a director.

Be it further resolved that to "show cause" means before an adjudicator, who hearing both sides shall, on the bases of providing reasons stated shall decide the matter.

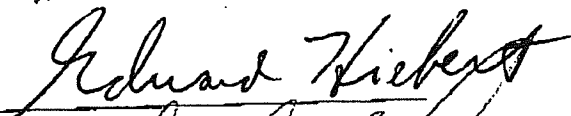
Be it further resolved that any person agreed upon between the board and the mover and seconder of the resolution (or the mover and seconder's designated alternates, who too must be MCGA) may serve as the adjudicator, with first preference given to MCGA members.

Be it further resolved, should the just referenced MCGA members not be able to agree on one adjudicator, then each party may appoint one and the two appointed adjudicators by agreement appoint a third as the chair of the adjudicating panel.

Be it further resolved that the mover and seconder of the resolution, as the representatives of the MCGA members who adopted the resolution, have their reasonable legal expenses and per diems paid by MCGA.

Be it further resolved that any dispute may be appealed to the next AGM or special meeting and by simple majority, decided by the membership.

Moved by Eduard Hiebert



Seconded by Chris Derbowka

