

KOOTENAY ROCKIES TOURISM

CONSTITUTION AND BYLAWS

KOOTENAY ROCKIES TOURISM
ANNUAL GENERAL MEETING 2023
SPECIAL RESOLUTION TO BE PRESENTED

AMENDMENT TO THE CONSTITUTION

BYLAWS

PART 3 – BOARD OF DIRECTORS

SECTION 3.4

CHANGE

CURRENT: The Board of Directors will consist of not less than six (6) persons or such larger number not exceeding nine (9) and shall be comprised of those directors the members elect in accordance with these Bylaws and the past-chair, who is a permanent voting member of the Board of Directors.

TO: The Board of Directors will consist of not less than six (6) persons or such larger number not exceeding nine (9) as the members shall elect in accordance with these Bylaws.

SECTION 3 BOARD OF DIRECTORS

ADD THE FOLLOWING TO THE SECTION

TERMS: The Board of Directors will be elected for a two year term, with a maximum service of three terms, for a total of six consecutive years on the board. Following the completion of the full six years, an absence from the board of two years is mandated before they would be eligible to be considered for another term on the board.

PART 4 OFFICERS

CHANGE SECTION 4.1

CURRENT: The officers of the Association shall be a chairperson, two vice-chairpersons, a secretary/treasurer and the past chairperson, together with such other offices, if any, as the Board of Directors, in its discretion may create. The officers, other than the past chairperson, shall be elected by the directors from among themselves at the first meeting of the directors immediately following an annual general meeting at which directors are elected, and a director may hold more than one position. Officers will hold office until the first meeting of the directors held after the next following annual general meeting at which directors are elected. A person may be removed as an officer by resolution of the directors.

TO: The officers of the Association shall be a chairperson, one vice-chairperson, and a secretary/treasurer, together with any other officers, if any, as the Board of Directors, in its discretion may create. The officers shall be elected by the directors from among themselves at the first meeting of the directors immediately following an annual general meeting at which directors are elected, and a director may hold more than one position. Officers will hold office until the first meeting of the directors held after the next following annual general meeting at which directors are elected. A person may be removed as an officer by resolution of the directors.

CHANGE 4.2 DUTIES OF THE OFFICERS

CURRENT: The duties of the officers shall be as follows: chairperson – chair all meetings of the Association; vice-chairpersons – most senior in terms served, in attendance chair meetings in the absence of the chairperson; secretary/treasurer – report to the membership at the annual general meeting on the financial accounts of the Association at the time of circulation of the financial statements and ensure the proceedings of all Board of Directors and committee meetings are recorded/transcribed and filed electronically by the Association; past chairperson – provide advice on Association matters to the chairperson at the request of the chairperson.

TO: The duties of the officers shall be as follows: chairperson – chair all meetings of the Association; vice-chairperson, chair meetings in the absence of the chairperson and chair the Governance/Nominating Committee; secretary/treasurer – chair the Finance Committee and report to the membership at the annual general meeting on the financial statements of the Association and ensure the proceedings of all Board of Directors and committee meetings are recorded/transcribed and filed electronically by the Association.

PART 5 – NOMINATIONS

CHANGE 5.1 and 5.2

CURRENT:

5.1 At such time prior to the annual general meeting as the Board of Directors shall decide, excerpts from these bylaws as may be calculated by the Board of Directors to acquaint the members with the nominating procedure herein set out, together with a list of officers and directors for the current two year term and whose office is expiring, shall be mailed to the registered electronic or postal address of the active members in good standing.

5.2 At such time prior to the annual general meeting as the Board of Directors shall decide the chairperson shall appoint a nominating committee of no less than three members and such nominating committee may make such nominations as it may deem fit and shall be placed in the hands of an officer to be prescribed by the Board of Directors at least fourteen (14) days prior to the annual general meeting.

TO: The Governance/Nominating Committee prior to the Annual General Meeting and at such time as it decides, will review the list of Directors whose terms are up for renewal and shall determine if there will be any directors stepping down or timing out of the maximum term of six (6) years. If there is a vacant seat(s) for the next term, they will electronically send appropriate excerpts from these bylaws to the members to acquaint them with the nominating procedure, herein set out, together with a list of officers and/or directors whose term is expiring or who are stepping down from the board. Following the call for nominations and at least fourteen (14) days prior to the annual general meeting the Governance/Nominating Committee will put forward to the board the recommended list of nominations for board approval.

PART 6 – ANNUAL GENERAL MEETING

CHANGE 6.5

CURRENT: A corporate member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Association. An active member in good standing may be represented at any special or general meeting by another active member in good standing and shall have the right to exercised proxy power in voting provided that written authorization be secured from the member assigning his/her voting privileges and delivered to the chairperson of the Board

of Directors prior to the call to order for the meeting at which voting power is to be exercised.

TO: ELIMINATE ALTOGETHER