

Bylaws of Kootenay Rockies Tourism Association (the "Association")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board of Directors**” means the directors of the Association; and

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Membership

2.1 The members of the Association are those persons who are members at the time these Bylaws become effective, and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.

Application for Membership

2.2 A person may apply to the Board of Directors for membership in the Association in one of the categories set out below, and the person becomes a member on the Board of Director’s acceptance of the application.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Voting Member

2.4 Every active member, except an active member not in good standing, is a voting member.

Categories of Membership

2.5 Any adult person, business, private or public organization, in each case, operating a tourism business or providing a visitor service in the Kootenay Rockies region shall be eligible to apply for active membership in the Association. Active members shall be

entitled to all rights and privileges of the Association, including the right to vote and hold office, except as otherwise provided.

Any person, other than minors, may apply to the board for associate membership. Associate members are not entitled to vote or hold office in the Association.

Duration of Membership

- 2.6** A person shall cease to be a member of the Society:
- (a) when he/she delivers their resignation in writing to the secretary of the Association;
 - (b) on his/her death or in the case of a corporation or partnership on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 3 consecutive months.

Revocation of Membership

- 2.7** The Board of Directors may through a process they determine and a board resolution and with notification to the member, revoke any membership if there is just cause.

Members not in good standing

- 2.8** A voting member who is not in good standing:
- (a) may not vote at a general meeting; and
 - (b) is deemed not be a voting member for the purpose of consenting to a resolution of the voting members.

Part 3 – Board of Directors

Governance

- 3.1** The affairs of the Association shall be governed by a Board of Directors elected at the annual general meeting.

Election of directors

- 3.2** No person shall be eligible for election as a director except nominees of active members of the Association in good standing.
- 3.3** A person is not qualified to be a director of the Association if they are:
- (a) not at least 18 years of age;
 - (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - (c) an undischarged bankrupt;

- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of a sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; or
 - (D) the conclusion of the term of any probation imposed;
 - (iii) a pardon was granted or issued, or a record of suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

3.4 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.

Staggered Board of Directors

3.5 At the first election of Directors following the approval of the Bylaws, one-half (1/2) of the Board of Directors shall be elected for a two-year term, and one-half (1/2) of the Board of Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year terms. In the event that the members fail, at an annual meeting of members, to elect any directors, then each director whose term of office would otherwise have expired, continues to hold office until the date on which the director's successor is elected.

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.

3.6 If no successor is elected the person previously elected or appointed continues to hold office.

Appointing Nominees

3.7 The Board of Directors may at any time, appoint a nominee of an active member as a director to fill a vacancy that arises on the Board of Directors as a result of the resignation, death or incapacity of a director during the director's term of office.

Vacancy

3.8 A director appointed by the Board of Directors to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Attendance

- 3.9 Directors missing two consecutive meetings without prior notice to the chairperson will be in jeopardy of ceasing to be directors, as the executive may decide on a case by case basis.

Cessation as a director

- 3.10 A director no longer a member or employee of the active member business, private or public organization, or no longer its nominee thereof, shall inform the Board of Directors of their intention to resign from the Board of Directors.

Board of Directors Meetings

- 3.11 The Board of Directors shall meet at least four times annually on days to be specified by the chairperson.

Special Meetings of the Board of Directors

- 3.12 In addition to the meetings contemplated in section 3.11 above, a directors' meeting may be called at any time by the chairperson or by any two other directors. The directors may regulate their meetings and proceedings as they think fit.

Notice

- 3.13 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at a meeting.

Quorum for general meetings

- 3.14 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Resolutions passed at meeting of directors

- 3.15 A resolution in writing, signed by the majority of the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of the directors.

Management of the Association

- 3.16 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting. The members of a committee may meet and adjourn as they think proper. Questions arising at a meeting of the directors or committee of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson does not have a second or casting vote. No resolution proposed at a meeting of

directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

Power to borrow

- 3.17** The Directors shall have power at any time and from time to time to borrow, raise or secure the payment of money, and to invest and/or spend the moneys of the Association in such manner as they may think fit for the purpose of carrying out the objectives of the Association.

Remuneration

- 3.18** No director or officer, other than contractors appointed by the Board of Directors shall be entitled to any remuneration, other than such expenses as may be approved by the Board of Directors. The remuneration of the contractors shall be fixed by the Board of Directors.

Appointing Officers

- 3.19** The directors may appoint an executive director of the Association who shall not be a director, and the directors may fix the salary, benefits or remuneration and other terms of employment of the executive director and define his/her duties and tenure of office or employment which, unless otherwise provided, shall be at the pleasure of the directors. The executive director, if any, shall report to the directors and/or the chairperson of the Association. From time to time, the directors may employ, or may delegate to the executive director, if any, the power to employ other employees of the Association, as they see fit.

Part 4 – Officers

Election of Officers

- 4.1** 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.

Duties of the Officers

- 4.2** The duties of 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.

Indemnification of directors and officers

- 4.3** The Association shall, to the full extent permitted by the Act, indemnify and hold harmless, every person now or hereafter serving as a director or senior manager of the Association and his or her heirs and legal representatives. Subject to the provisions of the Act, each director or senior manager of the Association shall be indemnified by the Association against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he may be made a party by reason of his or her being or having been a director or senior manager of the Association, except in relation to matters as to which such reimbursement is prohibited by the Act.

Part 5 – Nominations

Annual General Meeting

- 5.1** 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.
- 5.2** At least twelve (12) clear days prior to the annual general meeting the nominations committee shall mail electronically or send by facsimile to each active member of the Association in good standing a list of the names, occupations and positions of all persons so nominated, along with a ballot form.
- 5.3** At the annual general meeting elections shall be by electronic ballot. Ballots will be received and tabulated by the Association until 5:00 PM, five days prior to the annual general meeting.

Part 6 – Annual General Meetings

Fiscal Year

- 6.1** The fiscal year of the Association shall end the 31st day of March, in each year.

Frequency of meetings

- 6.2** An annual general meeting will be held at least once in every calendar year and not more than six (6) months after every fiscal year end.

Quorum

- 6.3** A number aggregating at least ten percent (10%) or three (3) of the individual active members in good standing, whichever is greater, shall constitute a quorum of any general meeting.

- 6.4** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Officers

- 6.5** The secretary/treasurer or some other officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Association and shall record or cause to be recorded therein the minutes of proceedings of all the meetings of members and directors.

Special Resolution

- 6.6** A special resolution shall be a resolution passed by a majority of not less than 2/3 of the members entitled to vote and present at special general meetings or an annual general meeting of the Association of which not less than seven (7) days prior notice has been given stating the resolution to be presented.

Part 7 – General

Seal

- 7.1** The seal of the Association shall be kept at the office of the Association and may be affixed to any instrument signed by any authority of the Association.

Committees

- 7.2** The Board of Directors shall, from time to time, appoint such standing and special committees from among the membership of the Association or otherwise, as may be

deemed fit and the powers and duties of such committees shall be defined by the Board of Directors. No policy shall be initiated and no action shall be taken by any committee without the approval of the Board of Directors.

Procedure

7.3 All procedure and order of business at all meetings shall be in accordance with standard parliamentary procedure.

Auditors

7.4 The accounts of the Association shall, within a reasonable time after the end of the fiscal year, be examined and their correctness ascertained and certified by one (1) or more accountants to be selected and appointed annually by the Board and a written report shall be mailed to all members of the Association or circulated at the annual general meetings.

Inspection

7.5 All books, accounts and records of the Association shall be open for inspection by the officers and the directors at all reasonable times and for inspection by the active members of the Association in good standing upon application to the Board of Directors at such time and place as the Board of Directors may deem fit. All minutes or proceedings of all meetings of the Association and all records of the Association shall be kept or caused to be kept by such Officer as the Board of Directors may appoint.

- (a) On being admitted to membership, each member is entitled to and the Association shall give him, without charge, a copy of the Constitution and Bylaws of the Association.
- (b) A member may, on reasonable notice, inspect a record the Association is required to keep under section 20(1) of the Act. A member may also, on reasonable notice and in accordance with section 24(2)(a) of the Act, inspect a portion of a record specified in such section. A member may not inspect any other documents or records of the Association unless:
 - (i) a court orders otherwise; or
 - (ii) the directors permit it by resolution.
- (c) Subject to section 28 of the Act, a person who is not a member or director of the Association may not inspect any documents or records of the Association unless:
 - (i) a court orders otherwise; or
 - (ii) the directors permit it by resolution.

Interpretation

7.6 In the Bylaws the masculine and the singular shall include the feminine, plural and body corporate.

Part 8 – Wind Up or Dissolution

Wind Up or Dissolution

- 8.1** Upon winding up or the dissolution of the Society any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to any other Society with similar objects or shall be given or transferred to a recognized Canadian charitable organization in Canada. *PREVIOUSLY UNALTERABLE PROVISION*