

Motions Regarding Updates to Board Manual (General Procedures – Executive Committee)
Indigenous Tourism Association of Canada (“ITAC”)

WHEREAS:

- A. The Board of Directors has approved certain updates (the “**Updates**”) to the Board Manual regarding procedures for the Executive Committee of ITAC; and
- B. The Board has deemed it advisable and in the best interests of ITAC to present the Updates to the Members for approval.

RESOLVED THAT:

Motion 1: to approve an amendment to allow the Board a maximum of fourteen (14) days following an annual general meeting to hold a Board meeting for the purpose of electing the Executive Committee.

Motion 2: to approve a requirement that individuals must have served at least one full year (12 consecutive months) on the ITAC Board of Directors in order to be eligible for election to the Executive Committee.

Motion 3: to approve a requirement that individuals who would like to be considered for nomination to the Executive Committee must submit a request in writing to the President and CEO at least twenty-four hours prior to the Board meeting at which Executive Committee elections will take place.

Motion 4: to approve a set term for Executive Committee members, other than the Chairperson, of two (2) years.

Motion 5: to approve a restriction that only Executive Committee members who have been active for at least one full year are eligible for election as Chairperson.

Motion 6: to approve a set term of four (4) years for the Chairperson.

Motion 7: to approve that normally the Co-Chairperson will be considered for election as Chairperson upon the expiry of the current Chairpersons’ term.

Motion 8: to generally approve the Updates as set forth in the Attached Schedule “A”.

Schedule "A"
The Updates

General Procedures – Executive Committee

- The Directors shall elect among themselves the Executive Committee (Chairperson, Co-Chairperson, Secretary and Treasurer) following the Board elections at the Annual General Meeting (the "**Annual Board Meeting**"). The Annual Board Meeting shall be held no later than fourteen (14) days following the close of the preceding Annual General Meeting of the members.
- In order to be eligible for nomination and election to the Executive Committee, a Director must have served at least one full year (twelve (12) consecutive months) as a Director on the ITAC Board of Directors.
- Directors who wish to be considered for election or re-election to the Executive Committee shall submit a request in writing (whether by handwritten letter or through electronic means) to the President and CEO prior to the Annual Board Meeting stating such Director's interest in joining the Executive Committee and the position(s) for which such Director would like to be considered. Normally, such requests shall be submitted at least twenty-four (24) hours prior to the Annual Board Meeting. A Director's omission to provide a request in writing prior to the Annual Board Meeting does not preclude such Director from consideration for election at the Annual Board Meeting provided a majority of the Directors consent to allowing the Director to stand for election.
- Executive Committee members shall serve for two (2) year terms, commencing from the date of the Annual Board Meeting at which the Executive Committee member was elected and expiring not later than the close of the second (2nd) Annual Board Meeting following the election. Following the close of an Executive Committee member's term, such member may stand for re-election to the Executive Committee.
- Restrictions on nominations and elections of the Chair:
 - Only Directors who have completed at least one full year (twelve (12) consecutive months) serving on the Executive Committee are eligible for nomination and election to the position of Chairperson.
 - The Chairperson shall have a maximum term limit of four (4) consecutive years, commencing from the date of the Annual Board Meeting at which the Chairperson was elected and expiring not later than the close of the fourth (4th) Annual Board Meeting following the election.
 - Following the expiry of a Chairperson's term, or such other date that the Chairperson has resigned or otherwise ceased to be the Chairperson, the individual then holding the office of Co-Chairperson shall normally be elected to hold the office of Chair.
 - In the event that the Co-Chairperson is unwilling or unable to hold the office of Chair pursuant to this manual or the By-laws of ITAC, the remaining Directors shall nominate and elect another individual who is qualified pursuant to this manual and ITAC's By-laws to hold the office of Chair.