



CASI/ACMS 2023 Proposed Bylaw Amendments: Information for Members

Overview

As part of its 2023 organizational review and strategic planning, CASI Board and leadership staff have reviewed our Bylaws and Articles of Incorporation and are making recommendations to modernize and generally improve these important founding documents. Under the federal law in which CASI is incorporated, the *Canada Not-for-Profit Corporations Act*, bylaw and articles amendments must be approved by voting members. For these changes to be effective for the CASI Annual General Meeting in November, the Board has scheduled a Special General Meeting for September 21, 2023, to review and vote on the proposed amendments.

This information brief is intended to highlight the primary amendments being proposed and provide a concise explanation and rationale. To make the most of our meeting time, members with questions about the amendments are encouraged to contact CASI ahead of the Special General Meeting at: jeff@casi-acms.com. The proposed amendments, in track change format, will be provided to voting members along with the Special General Meeting notice material.

Summary of Proposed Bylaw Amendments

General Drafting/Style Changes: The amendments include multiple style and drafting consistency updates, including the use of gender-neutral language (e.g., “Chair” in instead of “Chairman”), and the adoption of “must” instead of “shall.” The amendments also ensure the French name for the organization (*Association canadienne des moniteurs de snowboard*) is up-to-date.

Membership Category Clarification: The amendments make it clearer that there is one class of voting members, and allow for the creation of two non-voting membership classes, known as Supporter Associate Member and International Associate Member. The bylaws would require the CASI Board to establish and publish associate membership descriptions and admission requirements.

President/Executive Director Clarification: The current Bylaws combine the role of President and Executive Director, when such roles are separate (i.e., the President is Chair of the Board, whereas the Executive Director is the staff operational leader of the organization). The proposed amendment simply clarifies this separation.

Directors: The most substantive proposed amendments relate to the composition of the Board and term lengths. The amendments propose:

- The addition of a seventh Board position, so that six Directors are elected and one is appointed by the Board as an 'at large' Director. The Board must consider experience and skills, including governance attributes, that the organization may need on the Board.
- The addition of a third possible three-year term for Directors (currently two terms);
- That the Board election be presumed to be held on the AGM date (current practice), unless the Board chooses a different date;
- Reducing the number of member supporters needed for a Director nomination from 10 individuals to two; and
- Retaining the Board's ability to extend the term of one or more Directors for up to one year. Note that this bylaw amendment was approved by the Board earlier in 2023, as is allowed under the existing Bylaws, but must be confirmed by member vote to remain effective.

The primary rationale for these Board governance changes is to ensure that CASI can attract and retain Directors for a longer period who have demonstrated commitment to the organization. The Board is trying to achieve the optimal balance between the principle of regular Board 'turnover' and recognition of the need to maintain organizational knowledge and experience.

Proposed Amendments to Articles of Incorporation

Articles are the short incorporation documents that identify certain key elements of an association, such as the name, statement of purposes, membership classes, and distribution of property on liquidation. There are two proposed bylaw changes that trigger the need to amend CFI's articles:

- confirmation of name change in French from "surf des neiges" to "snowboard"; and
- addition to the articles of the two non-voting associate membership classes (Bylaw 4.02 - "Supporter Associate Member" and "International Associate Member").

The Board notes that while the French name amendment was passed in 2016, not all official documents, including the Articles, were updated. The Board is therefore recommending re-confirming the name amendment at this SGM, after which new Articles and Bylaws will be produced and filed as required.

The Board encourages members with questions or concerns about the Bylaw or Articles amendments to contact CASI prior to the meeting for information and clarification. Please contact CASI at: jeff@casi-acms.com.

The CASI Board of Directors thanks you for your support in modernizing our organization's bylaws and supporting this objective in the *2023-2026 Strategic Plan – The Three Trails of Excellence*.

