

Tourism Camrose Committee Bylaws

Bylaw I: Name

The name of this society shall be, "Tourism Camrose Committee" hereafter referred to as "the Society".

Bylaw II: Definitions

Society - all members in good standing of Tourism Camrose Committee

Executive - President, Vice-President, Treasurer, Secretary, and two Members at Large, all of which are elected by general membership at Annual General Meetings (AGMs).

Appointed Directors - one representative from each of the following organizations: City of Camrose; Camrose County; Camrose Chamber of Commerce; U of A Augustana; and the Destination Marketing Fund Partners.

Board of Directors (Directors) - comprised of the Past President, the elected Executive and the appointed Directors of Tourism Camrose

Executive Director - The Executive Director is a paid position that oversees the day-to-day business of the Society. The Executive Director has non-voting status.

Bylaw III: Membership

Article 1. Membership in the Society shall be available to individuals, organizations, or businesses in the greater Camrose region which have staff and operations or interests related to tourism, and has paid the annual dues for membership. They will be referred to hereafter as "members".

Article 2. Voting in the Society shall be by members and shall be limited to one vote per paid membership to the Society via direct vote.

Article 3. Membership in the Society and its committees is open to all eligible persons regardless of race, color, sex, age, religion, national origin, sexual orientation, physical and/or mental ability.

Article 4. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors through its Secretary.

Article 5. Any member, upon majority vote of all members of the Society in good standing, may be expelled from membership for non-payment of dues and/or not upholding the purpose of the Society.

Bylaw IV: Membership Dues

Article 1. The Board of Directors may recommend the establishment of annual dues for members of the Society.

Article 2. To establish and set the amount of annual dues, a motion must be made and passed by two-thirds majority of members attending the AGM of the Society, or in the event of a mail ballot, a simple majority of the total membership of the Society. (i.e. 50% + 1)

Bylaw V: Board of Directors

Article 1. The Board of Directors shall consist of the following:

- a. Past President;
- b. An elected President, Vice President, Treasurer, Secretary, and two Members at Large.
- c. One appointed representative from each of the following organizations: the DMF partners, U of A Augustana, Camrose Chamber of Commerce, City of Camrose, and Camrose County.

Article 2. All Board of Directors shall have voting status.

Article 3. The Board of Directors shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

Article 4. The Board of Directors will follow a Policy/Governance Board structure.

Article 5. Meetings of the Board of Directors shall be held as often as may be required, but at least once every three months, and shall be called by the President. Notification of such meetings shall be by 10 days' notice in writing. Any five members of the Board of Directors shall constitute a quorum.

Article 6. Meetings shall be held without notice if a quorum of the Board of Directors is present, provided however, that any business transactions at such meeting be ratified at the next regularly called meeting of the Board of Directors; otherwise they shall be null and void.

Article 7. The Board of Directors shall assume office in accordance with the procedures outlined in Bylaw XI.

Article 8. In the event of a vacancy in the office of the President, the 1st Vice-President shall automatically become President and complete the term of office for which he/she was elected.

Article 9. Any member of the Board of Directors, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem inappropriate.

Article 10. Any member of the Board of Directors will remove themselves from any decision process that may result in a personal gain or benefit that could result in a conflict of interest.

Article 11. The Board of Directors shall have authority to hire an Executive Director, who shall serve at the will of the Board of Directors.

Bylaw VI: Remuneration

Article 1. Unless authorized at any meeting and after notice for same shall have been given, no Director shall receive any remuneration for his/her services.

Bylaw VII: Annual General Meeting

Article 1. The time and place of the AGM shall be communicated at least 30 days in advance to the membership. The AGM must be held by the end of February each year, and be held in the Province of Alberta.

Article 2. The President of the Society will preside at the AGM.

Article 3. The Secretary of the Society will be responsible for preparing and distributing the meeting agenda and recording the minutes of the AGM and insuring their distribution to the membership.

Article 4. Voting at the AGM will be by members and will be limited to one vote per paid membership to the Society.

Article 5. A quorum will be required to conduct the AGM of the Society. A minimum of 5% of members in good standing present at the meeting will constitute a quorum. In addition, five Board of Directors of the Society must be present. If quorum is not present at the AGM, a new AGM meeting will be scheduled.

Bylaw VIII: Special Meeting

Article 1. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Special meetings shall be called by 10 days' notice to each member.

Article 2. A quorum will be required to conduct a special meeting of the Society. A minimum of 5% of members in good standing present at the meeting will constitute a quorum. In addition, five Board of Directors of the Society must be present. If quorum is not present, a new special meeting will be scheduled.

Bylaw IX: Amendments

Article 1. The bylaws may be rescinded, altered, or added to by a “special resolution” as defined in the Societies Act. Members must receive notification of proposed changes 21 days in advance of the AGM.

Article 2. Special resolution will be conducted with representatives from members in attendance at the AGM. Only one vote per membership fee shall be recorded from each member present in good standing.

Article 3. Any member of the Society may propose amendments to the bylaws. Such proposals by a member shall be made in writing and submitted to the Chair of the Society at least 30 days prior to the AGM.

Bylaw X: Effective Date for Amended Bylaws

Article 1. Amended bylaws shall take effect after being passed by special resolution and a minimum of three fourths (75%) majority vote in favor by the members present at an AGM.

Bylaw XI: Elections

Article 1. The term of elected positions shall be as follows:

- President
- 1st Vice-President
- Treasurer
- Secretary
- Two Members at Large

Article 2. A person appointed or elected a Director becomes a Director if they were present at the AGM when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the AGM but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

Article 3. Directors shall be elected and installed at the AGM.

Article 4. Directors shall be elected for two -year terms

Section i. The President, 1st Vice-President and one Member at Large shall be elected in even years.

Section ii. The Treasurer, Secretary, and one Member at Large shall be elected in odd years.

Article 5. No member may serve as an elected Director more than two full terms (four years) in any one office without first taking a minimum one year break.

Article 6. If an individual resigns from one of these positions before the expiration of his/her term, the position may be filled by appointment of the Board of Directors. The individual so appointed shall hold office until the next Annual General Meeting of the Society.

Bylaw XII: Duties of the Board of Directors

Article 1. The President shall:

- Section i. Preside over all meetings of the Society
- Section ii. Preside over all meetings of the Board of Directors
- Section iii. In consultation with the Board, state those goals for the Society which he/she intends to pursue during his/her term in office
- Section iv. Present a report outlining the state of the Society at the annual general meeting
- Section v. Represent the Society at meetings to which the Society is invited
- Section vi. Fulfill all duties necessary to insure that the Society meets the expectations presented in its bylaws

Article 2. The Secretary shall:

- Section i. Attend all meetings of the Society
- Section ii. Carry on the record keeping of the Society
- Section iii. Record, transcribe and distribute the minutes of the annual general meeting
- Section iv. Record, transcribe and distribute the minutes of all Board of Directors' meetings
- Section v. Be responsible for changes and updates to the bylaws, including a yearly review to bring forth changes, if any, to the AGM
- Section vi. Prepare and generate agendas for the Board of Directors' meetings and annual general meeting
- Section vii. Be responsible to submit the annual return filing for the Society to the Government of Alberta

Article 3. The Treasurer shall:

- Section i. Be the guardian of all funds accruing to the Society
- Section ii. Maintain a record of all income/expenses
- Section iii. Insure proper control of all funds, which may accrue to the Society
- Section iv. Furnish a report to the annual general meeting
- Section v. Prepare regular financial statements for Board of Directors' meetings
- Section vi. Ensure that all members pay their dues on time
- Section vii. Pay all bills in a timely manner
- Section viii. Members may, with reasonable notice, inspect or review the Society books

Article 4. The 1st Vice-President shall assume the duties of the President in the latter's absence, or in the event of his/her resignation.

Article 5. The Members at Large shall represent the Society at meetings of the Tourism Camrose Committee.

Article 6. The Past President shall:

Section i. Support the current President

Section ii. Chair the Nominating committee for recruitment of new Board of Director members

Section iii. Assist with Board of Directors recruitment and orientation to the Board of Directors

Section iv. Assist with Board of Directors training

Section v. Provide historical continuity about the Board of Directors and Society activities

Bylaw XIII: Executive Director (Staff)

Article 1. The Executive Director shall have immediate and overall supervision of the operations of the Society, shall direct the day-to-day business of the Society, and perform additional duties as may be directed by the Board of Directors.

Article 2. No member of the Board of Directors may individually instruct the Executive Director or any other employee.

Article 3. The Executive Director shall make such reports at the Board of Directors meetings as required by the President or the Board of Directors.

Article 4. The Executive Director shall be an ad-hoc member of all committees.

Article 5. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters ($\frac{3}{4}$) of the members present at any meeting of the Board of Directors.

Article 6. Though not required, it is recommended that the Executive Director attend all board meetings.

Bylaw XIV: Committees

Article 1. The Board of Directors may from time to time appoint any committee or other advisory body it deems necessary or appropriate for such purpose, timeframe, and with such powers as the Board shall see fit.

Article 7. Any such committee may formulate its own rules of procedure subject to such regulations or directions as the board may from time to time make.

Article 8. Any committee member may be removed by resolution of the Board of Directors.

Article 9. An officer of the Board of Directors shall serve as Chair of any committee.

Article 10. Membership of a committee may be selected from individuals representing members of the Society, or, from the general public as deemed necessary by the Board of Directors.

Bylaw XV: Borrowing Powers

Article 1. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

Bylaw XVI: Auditing

Article 1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM of the Society.

Article 2. The fiscal year of the Society in each year shall be January 1st to December 31st.

Article 3. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Directors having charge of same. Each member of the Board shall at all times have access to such books and records.

Bylaw XVII: Contracted Services

Article 1. The Society may at its discretion hire a contractor to supply support and services for the Society. In the event these responsibilities overlap with the responsibilities of the Executive Director, the Executive Director shall:

Section i. Ensure the contractor carries out the assigned duties

Section ii. Act as a liaison between the contractor and the Society

Section iii. Work with the contractor to generate regular reports and to present those reports at the meetings of the Board of Directors and Society

Bylaw XVIII: Dissolution Clause

Article 1. If the Tourism Camrose Committee membership or funders decide to dissolve the Society, it is understood that after paying all debts, any remaining assets will be distributed to one or more qualified doners as per Canada Revenue Agency guidelines.

Bylaw XIX: Meetings

Article 1. Roberts Rules of Order shall inform the procedures at all meetings of the Society and Board of Directors as long as they are not inconsistent with Tourism Camrose Policies, Procedures and Bylaws.

Bylaw XX: Society Seal

Article 1. The Society does not have a Corporate Seal.

Updated February 23, 2017

Approved: _____
Janine Carroll, Chair Tourism Camrose