

Tourism Kimberley Society

BYLAWS

APPROVED APRIL 15, 2020

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ARTICLE I – INTERPRETATION

1. In these bylaws the following definitions will hold:
 - (a) “Accommodator” is defined as any establishment offering overnight accommodation that levies the Municipal and Regional District Tax.
 - (b) “Annual General Meeting” means a gathering open to all members of the Society and held once a year at which time elections to the Board of Directors are held and annual reports to the general membership are presented.
 - (c) “Board of Directors”, “Directors”, or “Board” means the principal administrative body of the Society.
 - (d) “City of Kimberley” is defined as the geographic area within which the Corporation of the City of Kimberley is granted municipal government authority.
 - (e) “Executive Director” means the hired staff directly accountable to the Board.
- (f) “Member” means
 1. Any proprietorship, partnership, limited company, a society or governmental authority that:
 - i. Has a business office registered within City of Kimberley or the surrounding area;
 - ii. Operates a tourism related business;
 - iii. Complies with all relevant governmental regulations and bylaws;
 - iv. Carries a minimum of one million dollars (\$1,000,000) third party liability insurance; and
 - v. Pays a membership fee within the previous or current fiscal year.
 2. An individual that:
 - i. Is a resident of Kimberley or the surrounding area;
 - ii. Is approved by the Board; and

Or

2. An individual that:

- i. Is a resident of Kimberley or the surrounding area;
- ii. Is approved by the Board; and

- iii. Pays a membership fee within the previous or current fiscal year.
- (g) “Municipal and Regional District Tax” (MRDT) means the Tourism Tax levied on accommodation bills within City of Kimberley limits.
- (h) “Non-Accommodator” means those individuals, partnerships, government authorities, associations, societies, cooperatives or corporations who:
- i. Are members, and
 - ii. Are not Accommodators.
- (i) “Officers” means the Officers of the Society, being a Chair, Vice Chair, Treasurer and Secretary.
- (j) “Society” means the Tourism Kimberley Society.
- (k) “Special General Meeting” means a meeting open to all members of the Society that is not an Annual General Meeting.

2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

ARTICLE II – MEMBER BUSINESS MODEL

1. Duration of Member Status

- (a) Status shall be determined and may be altered or revoked by the Board from time to time. Status shall be determined on any basis the Board may decide.
- (b) Member status shall cease upon:
 - (i) Submission of a written resignation to the Secretary or the mailing address of the Society;
 - (ii) Death of the Member;
 - (iii) Member status being revoked by the Board as provided in these Bylaws;
 - (iv) Organization being dissolved or struck from its incorporating Registry; or
 - (v) Failure to pay membership fee within the designated period.
- (c) The Board may rescind the designation of a Member under this subsection without notice or explanation to the Member.

2. Voting Privileges

- (a) Members are entitled to attend and vote at meetings of the Society, and occupy positions of office.
- (b) Members elect all unappointed Directors.
- (c) Even though a Member may own or control more than one business that may qualify it as a Member, a Member only has one vote.

3. Fees

Membership fees of the Society shall be fixed and may be altered by the Board on any basis and payable at such times as the Board may decide.

4. Revocation of Membership

The Board may revoke membership on the following grounds:

- (a) Failure of the Member to disclose a conflict of interest with the Society;
- (b) Failure of the Member as a Director to attend the prerequisite number of meetings as stated in the Bylaws;
- (c) Conduct unbecoming of a Member; or

- (d) Failure to pay any of the required membership fees or any other Society charge levied upon that Member for a period of six months from the time that fee or charge was due.

5. Resignation

Any Member may resign from membership by giving notice in writing to the Board, but such resignation shall not relieve such Member from any liability or fees or obligations incurred.

6. Expulsion

- (a) In addition to any other provisions of these Bylaws, a Member may be expelled by a special resolution of the Members passed at a general meeting.
- (b) The notice of special resolution for expulsion must be accompanied by a brief opportunity to be heard at the general meeting before the special resolution is put to a vote.

7. Discipline and Appeals

Any decision relating to revocation of Membership or hardship affecting a Member may be appealed to the Appeal Committee. The decision of the Appeal Committee shall constitute a final decision and shall be binding upon the offending Member and the Society.

ARTICLE III – BOARD OF DIRECTORS

1. The Board of Directors shall govern the affairs of the Society.
2. The Board of Directors will be composed of:
 - (a) Up to seven (7) voting directors elected as follows from Members:

- i. City of Kimberley staff member or elected official **as per a Memorandum of Understanding and payment of agreed upon levy**
- ii. Kimberley Alpine Resort representative **as per a Memorandum of Understanding and payment of agreed upon levy**
- iii. One representative from the consortium of golf Stakeholders **as per a Memorandum of Understanding**
- iv. A minimum of two (2) Directors representing Accommodators (known as "Accommodator Directors")
- v. A minimum of two (2) directors representing Non-Accommodators (Known as "Non-Accommodator Directors")

And

(b) Up to four (4) non-voting Directors:

- i. Representing organizations from Kimberley and/or the surrounding area; and
- ii. Appointed by the Board at the Annual General Meeting

3. The following rules shall apply to all voting Directors:

- (a) Only persons representing Accommodators or Non-Accommodators may be an elected Director.
- (b) Only persons who are a Member, or who represent a Member may be an elected Director.
- (c) Only persons who are a Member, or who represent a Member in good standing may be an elected Director.

4. The following rules shall apply to all Directors:

- (a) Each year, Directors shall be elected/appointed to replace those whose terms expire, and a Director whose term expires is eligible for re-election/re-appointment.
- (b) Except where an election is held or appointment made to fill the unexpired portion of a term, Directors shall be elected/appointed to hold office for two (2) years.

- (c) Any casual vacancy of a Director occurring in the Board may be filled by the Board with a person who qualifies to be a Director.
 - (d) If a Director is unable to attend a Board meeting, they are authorized to appoint an alternate, provided that the alternate represents a Member qualified to fill that position as Director and has the prior written approval of the Chair of the Society.
 - (e) A director may participate in a meeting of the Board by conference telephone, by means of which all Directors in the meeting can hear each other. A Director participating in a meeting in accordance with this provision shall be deemed to be present at that meeting, shall be counted in the quorum, thereof, and shall be entitled to speak and vote.
 - (f) Directors missing three (3) consecutive meetings of the Board will automatically cease to be Directors. This does not apply where a Director misses a meeting for health, personal or family reasons. Meetings missed for health, personal or family reasons will be exempt for the purposes of this clause.
- (g) If a Director ceases to be a representative of a Member, he must inform the Board of that fact immediately and resign from the Board unless he becomes the representative of another Member qualified to fill that position as Director.
5. If a Director ceases to be a representative of a Member, he must inform the Board of that fact immediately and resign from the Board unless he becomes the representative of another Member qualified to fill that position as Director.
 6. The board shall meet at least six (6) times annually on days to be specified by the Chair.
 7. The Officers may call special meetings of the Board, when, in their opinion, it is necessary to hold such a meeting.
 8. The requisite notice for a meeting of the Board shall be at least three (3) clear days, and may be given by electronic post or facsimile and notice shall be deemed to have been effected on the date of transmission and non-receipt of notice to any member shall in no way invalidate any such meeting so called, or any business transacted at such meeting.

9. Four (4) voting Directors shall constitute a quorum for the Board of Directors meetings.
10. The accidental omission to give notice of a meeting to, or the receipt of a notice by, and of the Directors entitled to receive notice does not invalidate proceedings at that meeting.
11. The Board shall have complete control and charge of the management of the Society and the administration of its affairs and the prosecution of its purposes. The Board shall have the power to delegate to the Officers all its powers and duties excepting such as by law or by these bylaws and are specifically required to be performed by the Board.
12. The Board shall have power at any time and from time to time to borrow, raise or secure the payment of money, and to invest or spend the monies of the Society in such manner as they may think fit for the purpose of carrying out the objectives of the Society, provided, however, that debentures may not be issued without the authority of a special resolution of the Members.
13. No Director or Officer appointed by the Board shall be entitled to any remuneration other than such expenses as may be approved by the Board. The Board shall fix the remuneration of any Manager.
14. The Board is empowered to hire an Executive Director to assist the Society in the attainment of its purposes.
15. The Members may by special resolution remove a Director before the expiration of her term of office, and may elect a successor to complete the term of office.
16. Directors are protected by Directors and Officer Liability Insurance.

ARTICLE IV – OFFICERS

1. Each Board, immediately following the Annual General Meeting at which it is elected, shall convene for the purpose of, among other things, electing the Officers of the Society for the ensuing year.

2. The Officers of the Society shall be a Chair, Vice Chair, a Treasurer and a Secretary.
3. The duties of Officers shall be as determined by the Board from time to time.
4. The Officers shall be charged with the conduct of all business during the intervals between meetings of the Board, including any duties delegated by the Board.
5. Meetings of the Officers shall be called at such time and place and in such manner, as the Chair shall direct.
6. A resolution in writing signed by all the Officers shall be equally binding as if passed at an Officers Meeting regularly called and attended. A majority of the Officers shall constitute a quorum of the Officers.
7. The Officers shall have no power to borrow money on behalf of the Society. This prerogative rests with the Board of Directors and by permission of the Members.
8. The Board shall fill any casual vacancy in the Officers of the Society.
9. The Chair of the Board of Directors, or in their absence, the most senior Officer in attendance, shall chair all meetings.

ARTICLE V – NOMINATIONS AND ELECTIONS OF DIRECTORS

1. An Annual General Meeting will be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.
2. At such time prior to the Annual General Meeting, as the Board shall decide, excerpts from these bylaws as may be calculated by the Board to acquaint the Members with the nominating procedure herein set out, together with a list of Officers and Directors whose office is expiring, shall be mailed to the registered postal address or emailed to the registered electronic address of the active members in good standing.

3. At such time prior to the Annual General Meeting, as the Board shall decide, the Board shall seek from the Members nominations for election of Directors.
4. At least seventy-two (72) hours prior to the Annual General Meeting, the Board shall mail or send by facsimile or electronic notification to each Member, a list of the names, occupations and positions of all persons so nominated.
5. At the Annual General Meeting elections shall be by ballot.
6. In the event the number of candidates within each category is equal to the number of available positions, there shall be no balloting and the nominees will be declared elected by acclamation.
7. The Chair shall appoint tellers to distribute, collect and count the ballots, naming one person so appointed as chief teller.
8. When balloting is complete, the Chair shall declare the poll closed and direct the tellers to collect and record the ballots.
9. The Chair shall declare those candidates elected who have received the largest number of votes in their respective category. In the event two (2) candidates poll an equal number of votes for a vacancy, the vacancy shall be filled by a second ballot between the candidates polling an equal number of votes. If after a second ballot a tie exists, the successful candidate will be determined by lot.
10. Ballots shall be destroyed after being counted.

ARTICLE VI – MEETINGS

1. The quorum for the transaction of business at a General Meeting, including the Annual General Meeting, is three (3) voting members or ten percent (10%) of the voting members, whichever is greater.

2. If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
3. A Member may be represented at any special or General Meeting by any other Member and shall have the right to exercise proxy power in voting provided that written authorization be secured from the Member assigning their voting privileges and delivered to the Chair of the Board within forty-eight (48) hours of the meeting at which voting power is to be exercised.
4. A Member may vote by email. Any votes submitted by email must be received by the Secretary no later than forty-eight (48) hours before the meeting.
5. The Secretary 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 Society and shall record or cause to be recorded therein the minutes of proceedings of all the meetings of Members and Directors.

ARTICLE VII – SPECIAL RESOLUTION

A Special Resolution is a resolution passed by a majority of not less than seventy – five percent (75%) of the Members present at Special General Meetings or an Annual General Meeting of the Society of which not less than fourteen (14) days written notice has been given stating the resolution to be presented.

ARTICLE VIII – COMMITTEES

The Board shall, from time to time, appoint such standing and special committees from among the membership of the Society or otherwise, as may be deemed fit and the powers and duties of such committees shall be defined by the Board. No policy shall be initiated and no action shall be taken by any committee without the approval of the Board.

ARTICLE IX – PROCEDURE

All procedure and order of business at all meetings shall be in accordance with standard parliamentary procedure as provided in Roberts Rules of Order.

ARTICLE X – AUDITORS

The accounts of the Society shall, within a reasonable time after the end of each 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. Members may obtain the report by request via mail or by circulation at the Annual General Meetings.

ARTICLE XI – INSPECTION

All books, accounts and records of the Society shall be open for inspection by the Officers and the Directors at all reasonable times and for inspection by the Members upon application to the Board at such time and place as the Board may deem fit. All minutes or proceedings of all meetings of the Society and all records of the Society shall be kept or caused to be kept by such Officer as the Board may appoint.

ARTICLE XII – AMENDMENT

These bylaws may be amended by Special Resolution only.

ARTICLE XIII – DISSOLUTION

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 objectives.

