

Bylaws of Sooke Region Tourism Association

Part 1 — Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - a) “Association” means the “Sooke Region Tourism Association”.
 - b) “Act” means the Societies Act [SBC 2015] Ch 18 as amended from time to time which governs these Bylaws and the activities of the Association.
 - c) “Board” means the then current Board of Directors of the Association.
 - d) “Code of Conduct” means the then current written stipulation of accepted ethical behaviour expected of Members, Directors, Officers and employees in their professional interaction with the Association, other Members, and the public.
 - e) "Directors" means the current Directors of the Association as elected in accordance with these Bylaws.
 - f) "eligible party", means an individual who is or was a director, officer, or employee of the Association.
 - g) "eligible penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.
 - h) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party, or their representative, by reason of the eligible party being or having been a director, officer, or employee of the society,
 - i. is or may be joined as a party, or
 - ii. is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
 - i) "expenses" includes costs, charges and expenses, including legal and other fees, but does not include judgements, penalties, fines or amounts paid in settlement of a proceeding.

- j) "Member(s)" means any person or corporation who is in good standing as shown in the register of the Association.
- k) "ordinary resolution" means a resolution requiring a simple majority to be accepted.
- l) "proceeding" includes any legal proceeding or investigative action, whether current, threatened, pending or completed.
- m) "registered address" of a Member means the Member's electronic address as recorded in the register of Members of the Association.
- n) "representative", in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.
- o) "special resolution" is a resolution at a meeting of Members which is required to be passed by 2/3rds of the Members present at the respective meeting.
- p) Words importing the singular include the plural and vice versa, and words importing a person include a corporation and **any person, regardless of sex, gender, or gender identity.**

Part 2 — Membership

2. The Members of the Association are the initial applicants for incorporation of the Association, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members.
3. A person may apply to the Directors for Membership in the Association and upon acceptance by the Directors and payment of the required fees is a Member of the Association. The amount of the annual Membership dues must be determined at the annual general meeting ("AGM") of the Association.
4. Every Member must comply with these Bylaws, the policies of the Association and the Associations' Code of Conduct as amended from time to time.
5. A person immediately ceases to be a Member:
 - (a) by delivering a notice of resignation in writing to the Secretary of the Association or by delivering it to the then current electronic address of the Association,
 - (b) upon death or, in the case of a corporation, upon dissolution,
 - (c) on being expelled by a 2/3rd vote of the Directors, or
 - (d) upon failure to pay any required fees within three (3) months of being provided notice of the required fees by the Association.

6. A Member who has been expelled by the Directors may appeal that decision to the Members at the next scheduled AGM by giving notice of appeal in accordance with the resolution rules governing that AGM. Upon receipt of the notice the Directors shall provide a brief statement of the reasons for the expulsion to all Members. The appellant must be given an opportunity to be heard at the respective AGM before a special resolution respecting the validity of the expulsion is put to a vote of the Members in attendance at that AGM.

Part 3 — Meetings of Members

7. Except as modified by the Bylaws all meetings or proceedings of Members, Directors, or Committees shall be conducted in accordance with the then current edition of *Roberts Rules of Order*. The chair of any respective meeting or proceeding is not entitled to vote on any motion, proposal, or resolution other than to break a tie vote. General meetings including an AGM or portions thereof can be held in-camera.
8. An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.
9. The Directors may, whenever they think fit, convene a general meeting of the Members. A general meeting can also be called upon the written request of a minimum of 25% of the then current Members of the Association.
10. Notice of any general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Every general meeting, other than an AGM, is an extraordinary general meeting.
11. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any Member entitled to receive notice does not invalidate proceedings at that meeting.
12. Special business is all business at an extraordinary general meeting except all business conducted at an AGM, other than the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) any other business that, under these Bylaws, ought to be conducted at an AGM, or business that is brought under consideration by the report of the Directors issued with the notice convening the respective meeting.
13. (1) A quorum for any general meeting is 15 Members or 20% of the total number of Members whichever number is less.

(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) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of the Members pursuant to Bylaw 9 above must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for that meeting, the Members present, regardless of number, constitute a quorum.

14. (1) The President of the Association, the Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.

(2) If at a general meeting:

a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or

b) the President and all the other Directors present are unwilling to act as the chair; the Members present may choose one of their number to be the chair of that respective meeting.

15. A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Association.

16. (1) Each Member in good standing present at a meeting of Members is entitled to one vote.

(2) Voting is by show of hands.

(3) Except as authorized by Bylaw 15 voting by proxy is not permitted.

17. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the original meeting.

(2) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

18. Notice of a general meeting must be given to every Member shown on the register of Members on the day notice is given.

19. Any notice, including notice of an upcoming AGM, may be given to a Member by electronic means to the Members' electronic address as listed in the then current register of Members.

Part 4- Directors

20. The Association shall have no less than five (5) Directors and a maximum of eleven (11) Directors.

21. An individual is not qualified to become or act as a Director of the Association if that individual is:

- a) Not a Member of the Association;
- b) Under the age of 18 years;
- c) Found by a court to be incapable of managing the individual's own affairs;
- d) An undischarged bankrupt; or
- e) Convicted of an offence in connection with the promotion, formation or management of a corporation, or of an offence involving fraud.

22. Directors shall be elected to a term of two (2) years and may seek re-election at the end of their term. Should a vacancy occur in one or more of the elected Director positions the remaining Directors may appoint an individual to fill that vacancy until the next annual general meeting at which time the appointed individual(s) may run for election at that meeting.

23. Notwithstanding anything contained herein at the first annual general meeting of the Association after the enactment of these Bylaws, 50% of the Directors receiving the most votes shall serve a term of two (2) years and 50% of the Directors receiving the fewest votes shall serve a term of one (1) year. At the next subsequent annual general meeting and all subsequent annual general meetings of the Association all Directors shall be elected to a term of two (2) years.

24. An election of Directors shall take place at the annual general meeting of the Association and shall observe the following rules:

- a) All nominees shall be given the opportunity to address the Members;
- b) The nominees that receive the most votes in an election shall be declared elected;
- c) If the number of nominees does not exceed the maximum number of allowable Directors in accordance with Bylaw 20, the nominees shall be declared elected by acclamation;
- d) If the number of nominees does exceed the maximum number of allowable Directors, in accordance with Bylaw 20, a vote will be conducted by secret ballot and:

- i. Any ballot containing a vote for a candidate that is not a nominee or containing votes for too many candidates, shall be deemed invalid;
 - ii. Any ballot containing votes for fewer candidates than the maximum allowed shall be deemed valid; and
 - iii. Any contest over the validity of a ballot shall be resolved by the Chair;
- e) If two or more nominees receive an equality of votes for the final position of Director, a run-off election shall take place including the candidates in question; and
 - f) All ballots shall be destroyed 30 days following the adjournment of the meeting.

25. The Members may by special resolution at an extraordinary meeting called in accordance with Bylaw 9, remove a Director, before the expiration of that Directors term of office, and may elect a successor to complete that term of office.

26. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.

Part 5 — Proceedings of Directors

27. (1) The Directors may meet at the places, conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Members may attend any meeting of the Directors at the invitation of the Board.
- (2) The quorum necessary to conduct business at a Directors meeting is a majority of the Directors then in office.
- (3) A minimum of three (3) Directors may at any time request that a Directors meeting be held by providing written notice to the Secretary of the Association who thereafter must convene a meeting of the Directors.
- (4) Only Directors may make motions and vote at meetings of the Directors. Members who are not Directors may attend only by invitation of the Board and have no vote.
- (5) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present nor willing to act as chair the Directors present may choose one of their number to be the chair of that meeting.
28. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is

present.

29. (1) Questions arising at a meeting of the Directors and any committee of the Board must be decided by a majority of votes.
(2) The chair of any respective meeting or proceeding is not entitled to vote on any motion, proposal, or resolution other than to break a tie vote.
30. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 6 - Officers

31. The President, Vice President, Secretary, and Treasurer are the Officers of the Association. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
32. The respective Officers shall be elected annually by a majority vote among the then current elected Directors. An existing Officer is eligible for re-election to an officer position as long as that person remains a Director.
33. The President must preside at all meetings of the Association and of the Directors and shall be the spokesperson of the Association.
34. The Vice President must carry out the duties of the President during the President's absence and shall assume additional duties at the direction of the Board.
35. The Secretary must do the following:
 - a) conduct the correspondence of the Association;
 - b) issue notices of meetings of the Association and Directors;
 - c) keep minutes of all meetings of the Association and Directors;
 - d) have custody of all records and documents of the Association except those required to be kept by the Treasurer;
 - e) maintain the register of Members.In the absence of the Secretary or Secretary-Treasurer from a meeting, the Directors must appoint another person to act as Secretary at the meeting.
36. The Treasurer must:
 - (a) keep the financial records, including books of account, necessary to comply with the Act, and
 - (b) render financial statements to the Directors, Members and others when required.

Part 7-Board Committees

37. The Board may establish and appoint persons to standing committees, special committees, task forces or other working groups. The Board may also appoint a Director to be the chair of each respective committee. All committees of the Board shall act in accordance with its respective terms of reference as established by and amended from time to time by the Board. All committees, task forces, working groups or panels of the different committees may hold their meetings, or portions thereof, in-camera.

Part 8-Financial Management

38. The fiscal year of the Association shall be January 1 to December 31 of each respective calendar year.

39. The Board shall:

- (a) keep proper records and accounts of all of its financial transactions;
- (b) present a financial compliance letter or audited financial statements as respectively required by the Act to the Members at each AGM;
- (c) provide a proposal to the AGM regarding the annual Membership fees for the subsequent fiscal year;
- (d) provide notices of annual Membership fees before January 1 of each year and prompt reminders thereafter.

40. Directors, Officers, and employees who incur travelling and other expenses in carrying out their duties on behalf of the Association shall receive travel and other expenses at rates set by the Board from time to time.

41. If the Association is required or has resolved to prepare audited financial statements:

- 1) at each AGM the Association must appoint an auditor to hold office until the auditor is re-appointed, or a successor is appointed at the next AGM;
- 2) an auditor may be removed by ordinary resolution of the Members at any time;
- 3) a Director or employee of the Association must not be its auditor.

Part 9 Indemnification of Directors and Officers

42. Subject to Section 64 of the Act, the Association:

- (a) indemnifies an eligible party against all eligible penalties to which the eligible party is or may be liable;

(b)after the final disposition of an eligible proceeding, shall pay the expenses actually and reasonably incurred by an eligible party in respect of that proceeding.

In addition to this indemnification the Directors may obtain Director and Officer liability insurance respecting the acts, omissions and duties of its directors and officers.

Part 10 — Bylaws

43. On being admitted to Membership, each Member is entitled to, and the Association must give the Member without charge electronic access to a copy of the current strategic plan and Bylaws of the Association.
44. These Bylaws may be amended by the Directors at any time however any amendments must be ratified by the Members at the next duly constituted general meeting of the current Members of the Association to remain in effect.