

# EASTERN DMO

- NEWFOUNDLAND AND LABRADOR -

**EASTERN DESTINATION MANAGEMENT ORGANIZATION INC.**

## BYLAWS

Date Amended November 2012

## 1. INTERPRETATION OF THE TERMS

### 1.1. Definitions

In the bylaws of the Organization, unless the context otherwise requires:

- 1.1.1. “Act” means the Corporation’s Act, RSN amended July 28, 1998, c. C-36, or any statute that may be substituted therefore, as time to time amended;
- 1.1.2. “Board” means the Board of Directors of the Corporation;
- 1.1.3. “Articles” means Articles of Incorporation filed pursuant to the Act as from time to time amended or restated;
- 1.1.4. “Bylaws” means this bylaw and all other bylaws of the Corporation;
- 1.1.5. “Directors” means the board of directors of the Corporation;
- 1.1.6. “Members” means any Newfoundland and Labrador based businesses or organizations which gain a major portion of their livelihood from active participation in the tourism industry and as outlined in these bylaws;
- 1.1.7. “Meeting of Members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 1.1.8. “Eastern NL” refers to the area from Chapel Arm to the tip of the Bonavista Peninsula, the Burin Peninsula, Northern and Southern Avalon outside the City of St. John’s census region. Otherwise defined as “the entire region east of the eastern boundary of Terra Nova National Park, not including the St. John’s Census region”;
- 1.1.9. “Destination” refers to Eastern NL;
- 1.1.10. “Sub regions” refers to Baccalieu Trail including the communities from Holyrood to Marysvale on the Admiral’s Coast; Cape Shore Loop, Irish Loop, Discovery Trail (including Osprey Trail), and Heritage Run;

## 2. CORPORATE INFORMATION

- 2.1 **Legal Name:** There is hereby constituted an organization incorporated as the **“Eastern Destination Management Organization Inc.” and referenced throughout these bylaws as the “Corporation”.**

**2.2**        **Incorporated on:** the 31st day of August 2010, Corporation #63188

**2.3**        **Fiscal Year:** April 1 – March 31

**2.4**        **Legal Structure:** Destination Management Organizations are private-sector led, client focused, partnership-based, regionally incorporated not-for-profit entities.

### **3. MISSION STATEMENT**

**3.1.** To establish and maintain a sustainable and competitive tourism industry within rural Eastern Newfoundland that will result in maximized tourism visitation and spending; thereby creating economic and social benefits for the destination.

### **4. CORPORATE GOAL**

**4.1.** The corporation shall be the lead agency for tourism development and promotion within rural Eastern NL.

### **5. REGISTERED OFFICE**

**5.1.** The registered office of the Corporation shall be at such location as directors may from time to time determine.

### **6. AMENDMENTS**

**6.1.**        Amendments – These bylaws may be amended by the board of directors by simple majority at a duly convened board meeting subjected to the sections listed below.

**6.2.**        Only amendments not affecting the rights, privileges or responsibilities of members may be amended by the Board of Directors and in such case these amendments, while enacted immediately, confirmation must be received by the membership at the next general membership meeting.

**6.3.**        All amendments affecting the membership as outlined in 7.1 must be presented by special resolution to general membership meetings 30 days prior to such meeting and shall require a 2/3 majority vote of those members present.

### **7. MEMBERSHIP**

**7.1.**        The membership of the Association shall be subdivided into categories as follows:

#### **(a) Industry Members**

Any Newfoundland and Labrador based businesses or organizations which gain a major portion of their livelihood from active participation in the tourism industry.

**(b) Associate Members**

Businesses, organizations or individuals who do not qualify as Industry Members but who wish to belong to the Association including municipalities, suppliers and professionals who supply products and services to Industry Members. Voting only.

**(c) Supporting Members**

Government departments, agencies, Crown corporations, educational institutions and other corporations or special interests groups which have an interest in the tourism industry and tourism development within the Eastern Region. Supporting members are not eligible for election to The Board of Directors and have no vote.

- 7.2 Eligibility** In order to receive membership in the Corporation, potential members shall submit the approved application for membership and will ensure that their organizations are in good standing with the Registrar of Companies, are operating in a professional manner and in compliance with the Tourism Assurance Plan where applicable.
- 7.3 Approval Process** Applications for membership will be reviewed by the Corporation's Executive Director with a recommendation to the Board of Directors. The Board of Directors may decline to accept an applicant as a member of the Association without providing or being required to provide any reason for such refusal.
- 7.4 Code of Conduct** All members shall follow the code of conduct as outlined in the in the policies and procedures manual. This code of conduct may be amended from time to time at the discretion of the board of directors.
- 7.5 Termination** All members shall agree to the rules and regulations of the Corporation and failure to support or adhere to the discussions and policies may lead to termination of membership.
- 7.6** Member organizations and individuals wishing to withdraw from membership may do so in writing to the board of directors of the Corporation. Such withdrawals will be undertaken in accordance with the provisions of the Newfoundland and Labrador Corporation's Act and with provision of a minimum of 30 days' notice prior to withdrawal.
- 7.7** Membership shall expire at the time of the Annual General Meeting and may be renewed based on:

- 7.7.1 Presenting themselves or their designate at the AGM and signing the register;
- 7.7.2 By paying such annual fee as prescribed by the Corporation;
- 7.7.3 Any member who has ceased to be a member shall be excluded from all benefits to which members are entitled.

## 8. Membership Fees

- 8.1. All fees and assessments of the Corporation shall be as proposed by the Board of Directors and ratified at an Annual General Meeting or at any properly convened general membership meeting.
- 8.2. An annual membership fee shall be due and payable by each member prior to or at the Annual General Meeting held in that year.
- 8.3. Any member failing to pay their annual membership fee or any other assessment when due shall be notified and if payment is not made within sixty days of notice shall forfeit their membership.
- 8.4. Any member not considered in good standing based on the Corporation's policies and procedures shall not be entitled to hold office or vote at any meeting.

## 9. DIRECTORS

- 9.1. **Number of Directors** - The Board of Directors shall be comprised of not less than 3 and not more than 12 Directors. Should the number of Directors fall below the minimum requirement of three, no business shall be conducted by the board other than the business of filling vacancies to bring the complement of directors to or above the minimum requirement.
- 9.2. **Quorum of Directors** -The quorum for the transaction of business at any meeting of Directors shall be a simple majority 50% plus one.
- 9.3. **Qualifications** Any individual nominated as a Director must be 19 years of age or older.
- 9.4. **Code of Conduct** All directors shall follow the code of conduct as outlined in the in the policies and procedures manual. This code of conduct may be amended from time to time at the discretion of the board of directors.

- 9.5. Election and Terms of Office** The election and or appointment of directors shall be based on the following formula:
- 9.6. Tourism Advisory Councils (TASCs)** The Corporation may establish where practical five TASCs one in each of the sub regions of the destination (*see attached TASC terms of reference*). Each council shall elect or appoint One (1) representative to serve as a regional director on the board. In the absence of the regional TASC, the board of directors may appoint a director representing the TASC region.
- 9.7. Directors at Large** The members of the Corporation shall at the annual general meeting elect or appoint five of its members to serve as directors at large
- 9.8. Additional Directors** From time to time the board may require the services of sector specific directors (**maximum of 2**) based on the corporation's strategic initiatives and the need to add expertise and experience to the board's complement of directors
- 9.9. Resource Persons** From time to time resource persons may be invited to have representatives attend Board meetings and Annual General Meetings as non-voting participants. The board may invite by simple majority resource persons that it believes will enhance the goals and objectives of the Corporation.
- 9.10. Term of Office** The term for the TASC appointed directors and Directors at Large shall be set at two years with the provision for two additional terms. The term of office for sector specific directors shall be established by the board of directors based on the specific need identified; however, this term shall not exceed one year.
- 9.11. Authority to Act.** The Directors shall direct the business and affairs of the Corporation. The powers of the Directors may be exercised at a meeting at which a quorum is present, or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors.
- 9.12.** The activities and affairs of the Corporation shall be conducted in accordance with the laws of the Province of Newfoundland and Labrador and these bylaws, as amended from time to time.
- 9.13. Vacation of Office.** A Director ceases to hold office if a written resignation is submitted to the Board of Directors. Such resignations shall become effective 30 days from the date of receipt at the official office of the Corporation.
- 9.14. Removal of Directors.** Any member of the Board of Directors, including officers, may be dismissed by two-thirds vote of the Board of Directors

- 9.15. Executive Officers** shall be the Chair, Vice Chair, Past Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be combined. The roles of Executive Officers and the Executive Committee shall be as defined in the Policies and Procedures Guidelines and included as appendix “A” as an addendum to these bylaws. The role of Past Chair shall be for one year only.

## **10. BOARD MEETINGS**

- 10.1. General. Executive Officers shall be appointed from the board by the board.** At the first meeting of the board following each annual general meeting, the Directors shall appoint a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Notwithstanding any and all of the above the position of chair will be eligible for a maximum of two, two-year terms.
- 10.2 Scheduled Meetings.** Meetings for the Board will be scheduled so that there will be a minimum of six board meetings per annum.
- 10.3 Meeting by Other than in Person.** A meeting of Directors or a committee of Directors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and a Director participating in such meeting by such means is deemed to be present at that meeting and such director, shall have their vote recorded.
- 10.4** The Executive Committee may request a polling of all Directors to reach a decision on non –financial issues. Such decision will be binding on the Corporation.
- 10.5 Time and Place of Meetings.** Meetings of Directors may be held at a time and place as agreed upon by the Executive Committee in consultation with the Executive Director
- 10.6 Calling of Meetings.** Notwithstanding the provisions of 10.5, meetings of the Directors shall be held at such time and place as the Chair shall determine. A majority of the Directors may formally request the calling of a meeting by the Chair.
- 10.7 Notice of Meetings.** Notice of the time and place of each meeting of Directors shall be given 48 hours before the time of the meeting or by written notice not less than four days before the day of the meeting and except where required by the Act, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the Directors have waived or are deemed to have waived notice.

- 10.8 Preparation for Meetings.** Whenever possible an agenda shall be developed by the Executive Committee in concert with the Executive Director. Where practical, correspondence will be provided to the Board members at least a week before the meeting where notice allows.
- 10.9 Regular Meetings.** The Directors may appoint a day or days in any month or months for regular meetings and shall designate a place and time at which such meetings are to be held.
- 10.10 Voting at Meetings.** The majority of the Board members present at any duly convened meeting shall decide any question that may come before the Board. If there is no quorum when the meeting is scheduled to begin, the business of the agenda may be discussed; however no motion or decisions may be entertained.
- 10.11** In the event of a vacancy or vacancies on the Board, a majority of the Board members in good standing and present at the time of the vote shall be appropriate unless the number falls below the minimum requirement of three (3). In such case the only business that can be transacted is the filling of vacancies.
- 10.12 Expenses.** The Directors shall be entitled to be paid their traveling and other expenses properly incurred by them on behalf of the Corporation. The Corporation, other than the expenses referred to herein will not pay Directors any further remuneration. Rate of reimbursement of travel expenses incurred by directors and staff shall be as defined in the corporation's policies and procedures guidelines.
- 10.13 Meeting Attendance.** Any Director absent from three (3) consecutive meetings without reason or does not attend a minimum of 4 Board Meetings in a fiscal year without reason, as presented to and accepted by the Board will be removed as a Director at the discretion of the Board.

## **11 Membership Meetings**

- 11.1 Annual General Meetings.** The annual meeting of members shall be held at such place in the Province of Newfoundland and Labrador within a 15 month period from the date of the last AGM. Business to be conducted at the AGM shall include:
- 11.1.1** receiving the minutes of the previous annual general meeting,
  - 11.1.2** appointment of auditor, relevant activity reports and financial statements for the immediately preceding financial year,

- 11.1.3** Electing/appointing Directors and for the transaction of such other business as may properly be brought before the meeting.
- 11.2 Other membership meetings.** The simple majority of Directors or the Chairperson of the Board shall have power at any time to call a special meeting of members to be held at such time and at such place as they may determine.
- 11.3 Notice of Meetings.** Notice of a meeting of members, including time and place, shall be given not less than twenty-one days nor more than fifty days before the meeting to each member having voting rights at the close of business on the record date for notice and to each Director of the Corporation. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting.
- 11.4 Persons Entitled to be Present.** A meeting of the members shall be open to the public but only those members entitled to vote at the date of record shall vote on any matters brought before the meeting.
- 11.5 Chairperson and Secretary.** The Chairperson of the Board shall preside over all meetings and in his/her absence the Vice Chair shall assume the chair. If the recording Secretary - is absent, the Chair shall appoint a member of the board of directors to keep minutes.
- 11.6 Quorum.** Those Members of the Association present at any general membership meeting shall constitute a quorum and a majority of the voting members present shall decide any question that properly comes before the meeting, with the exception of any amendment to these Articles of Association.
- 11.7 Voting via Proxy *is not permitted.***
- 11.8 Adjournment.** The Chairperson of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn a meeting from time to time and from place to place. If a meeting of members is adjourned it is not necessary to give notice of the adjourned meeting other than by announcement at the meeting that it is adjourned.
- 11.8.1** Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

**11.8.2** Minutes of an adjourned meeting and/or any legally convened meeting must be adopted at a subsequent meeting and signed of as official by the Chair and Secretary.

**11.9** The Chairperson of any meeting, including any meeting of the Board of Directors, shall, only vote in the case of a tie.

**11.10 Special Business.** All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, election of Directors and the adoption of the previous minutes, shall be deemed to be special business.

## **12 COMMITTEES**

**12.1 Sub-Committees.** The Directors may appoint from among their number one or more committees of Directors and members and may delegate to them certain authority with the exception of those acts, which under the Corporation's Act must remain the responsibility of the Board of Directors.

**12.1.1 Sub-Committees.** The Directors, from time to time, may create sub-committees, other than the TASCs which are standing committees of the Board, to deal with various subjects while utilizing outside expertise. At least one (1) Director shall be a member of each of the sub-committees established and be responsible for reporting the progress made back to the Board.

**12.1.2** The Association shall have the following Standing Committees that will be chaired by a member of the Board of Directors:

- i) Finance and Audit
- ii) Policy and Governance
- iii) Marketing and Communication
- iv) Executive

**12.1.3** The Board of Directors may appoint Ad-Hoc or project specific Committees of the Board to examine, consider and report upon any matter or take such action as the Board of Directors may request. Committees of this nature shall dissolve once the terms of reference and mandate have been achieved.

**12.1.4** Reports of all active committees shall be presented to the Board in writing at each Board meeting or as soon as possible thereafter.

### **13 INDEMNIFICATION**

**13.1** The Corporation shall indemnify a Director or Officer of the Board, a former Director or Officer of the Board against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect to any civil, criminal or administrative action or proceeding to which said Director or Officer is made a party by reason of being or having been a Director or Officer of the Board if;

**13.1.1** The person acted honestly and in good faith with a view to the best interests of the Corporation and;

**13.1.2** In the case of a monetary penalty, the Director or Officer had reasonable grounds for believing that the conduct was lawful

### **14 INSURANCE**

**14.1** The Corporation shall purchase and maintain such insurance for the benefit of every Director and Officer of the Corporation to the extent permitted by the Act and as the Board may from time to time determine.

### **15 CONFLICT OF INTEREST**

**15.1** Each Director shall inform in writing or ask to have entered into the minutes any situations that might create a conflict of interest involving that Director. The Director should state the nature and extent of the conflict and avoid situations where this conflict might affect their ability to perform their role within the Corporation.

**15.2** Those directors declaring or deemed by the Board of Directors to be in a potential conflict of interest shall remove themselves from any meeting and discussion pertaining to the subject in question.

### **16 NOTICES**

**16.1 General.** A notice or document required by the Act, the regulations thereunder, the Articles or the bylaws of the Corporation to be sent to a member, Director, officer or member of a committee of the Organization may be sent by e-mail addressed to the member, Director, officer or committee member, at his or her latest e-mail address as shown in the records of the Organization. A notice or document if e-mailed to a member or Director of the Organization shall be deemed to have been received on the 1st day after it is sent. If the Organization sends a notice or document to a member in accordance with this section and the notice or document is returned because the member's email address cannot be

found or for other such reason, the Organization is not required to send any further notices or documents to the member until he or she informs the organization in writing of his or her new e-mail address.

- 16.2 Computation of Time.** In computing the time when a notice or document must be given or sent under any provision requiring a specified number of days' notice of any meeting or other event, the day on which the notice or documents is given or sent shall be excluded and the day on which the meeting or other event occurs shall be included.
- 16.3 Omission and Errors.** The accidental omission to give any notice or send any document to any member, Director or other person or the non-receipt of any notice or document by any member, Director or other person or any error in any notice or document not affecting the substance hereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.
- 16.4 Proof of Service.** A certificate of the Secretary or other duly authorized officer of the organization, or of any agent of the organization, as to facts in relation to the mailing or delivery or sending of any notice or document to any member or Director of the organization or to any other person or publication of any such notice or document, shall be conclusive evidence thereof and shall be binding on every member or Director or other person as the case may be.

## **17 BUSINESS OF THE CORPORATION**

- 17.1 Bank Accounts, Cheques, Drafts and Notes.** The Organization's bank accounts shall be kept in such chartered bank or banks, trust company or other firm or Corporation carrying on a banking business as the Directors may by resolution from time to time determine.
- 17.1.1** Cheques on bank accounts, drafts drawn or accepted by the Organization, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, as the Directors may by resolution from time to time name for that purpose.
- 17.1.2** Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of any one of the Organization's bank accounts by such officer or officers, as the Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Organization's name.

**17.2 Execution of Instruments.** The Chairperson, the Secretary, or any two Officers, shall have authority to sign in the name and on behalf of the Organization all instruments in writing and any instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Organization either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, bonds, debentures or other securities, instruments of proxy and all paper writing.

## **18 EFFECTIVE DATE**

**18.1** This bylaw shall come into force and take effect, subject to confirmation by the members in accordance with the Act, upon enactment by the Directors of the Corporation.

## **19 WINDING UP**

**19.1** If for any reason the Corporation ceases to conduct business, the winding up of the Corporation shall follow the legal requirements for dissolution of the body corporate as outlined in the Newfoundland and Labrador Corporation's act.

**19.2** Any remaining assets whether they be fixed or liquid shall be transferred to a not for profit body corporate with similar aims and objectives.

**19.3** Financial records shall be audited and all financial records and records of minutes of meetings of the Board of Directors shall be retained for a minimum of seven (7) years from the date of wind-up.

**ENACTED** by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
**Chairperson**

\_\_\_\_\_  
**Secretary**