

# TOURISM AUTHORITY BYLAWS

---

## Title

**1** These bylaws may be cited as the *Tourism Authority Bylaws*

## Interpretation

**2** In these bylaws:

- (a) "Act" means *The Tourism Authority Act* as amended from time to time
- (b) "Regulations" means the *Tourism Authority Regulations* as amended from time to time
- (c) "board" means the board of the Authority
- (d) "member" means a member of the Authority
- (e) "other organization" means an organization prescribed pursuant to subsection 3 (2)(k) of the Act and section 4 of the Regulations
- (f) "designated organization" means an organization designated pursuant to subsection 3(2)(a) to (j) of the Act and Section 3 of the Regulations
- (g) "Designated member" means the members referred to in subsection 3(2) of the Act and prescribed in section 3 of the Regulations.

## Selection of Members

**3** Pursuant to subsection 3 of the Act and sections 3 and 4 of the Regulations:

- (a) A designated organization shall select its member or members in a manner approved by the organization.
- (b) The organizations designated pursuant to section 3(g) (SaskCulture and Saskatchewan Arts Alliance) of the Regulations shall jointly select the members who are to represent them.
- (c) Other organizations shall select their member in a manner determined by the organization.
- (d) For purposes of selection of members of the Authority and selection of a board member pursuant to section 3 of the Act and section 3(b) of the Regulations the organization that represents the Saskatchewan hotel and motel industry, named as the Hotels Association of Saskatchewan in the Regulations, shall be deemed to be the Saskatchewan Hotel and Hospitality Association until such time as the Regulations are amended to reflect this change of the organization's official name.
- (e) An organization shall inform the board in writing of the name of the member or members it intends to select.
- (f) In the case of a member whose term is about to expire the organization that selected the member shall notify the board in writing, at least one month before the expiry of the term of:
  - (i) the name of the person they select to replace the member; or
  - (ii) the member's reselection.
- (g) An organization may withdraw its selection of a person as a member at any time.
- (h) An organization that withdraws its selection of a person as a member shall notify the board in writing of the withdrawal.
- (i) A person whose membership has been withdrawn ceases to be a member on the date that is specified in the written notice mentioned in subsection (g) or, if there is no date specified in the written notice, on the date that the written notice is received by the board.

## Terms of Members

**4** A member's term shall be two years, however a member is eligible for reappointment or reselection.

### **Selection of board members by designated organizations**

- 5**
- (a) When giving notice to the board of the selection of its members an organization designated pursuant to section 3 of the Regulations shall notify the board in writing which of its members is to be its selection to the board.
  - (b) The organizations designated as the tourism regions shall select the three board members to which they are entitled in accordance with the procedures they agree on. In order to facilitate the selection, the regions shall develop memoranda of understanding (MOUs) which provide written agreement on selection of voting members and board member. The two regions designated as Prairie (Southeast and Southwest) shall develop such an MOU, as shall the two regions designated as Parkland (West Central and East Central). The regions shall provide copies of these signed MOUs to the board. They shall also provide, in writing, their selections to the board based on these MOUs.
  - (c) The organizations designated in subsection 3(i) of the Regulations shall select as board members:
    - (i) one member from the regions the organizations agree on as the forest regions;
    - (ii) one member from the regions the organizations agree on as the parkland regions; and
    - (iii) one member from the regions the organizations agree on as the prairie regions.
  - (d) For all decision making purposes, board members shall be deemed to be representatives of the Authority and not of their selecting organizations.

### **Election of board members**

- 6**
- (a) Any member of the Authority may nominate a member from an organization prescribed under section 4 of the Regulations to be an at-large board member by submitting a written nomination to the board prior to the commencement of the voting period with this voting period to be announced annually by the Authority.
  - (b) Pursuant to the voting process in subsection 6(d) the members may elect not more than three members nominated pursuant to subsection 6(a).
  - (c) Each nominated member may have up to 200 words to make a presentation to the membership. This presentation will be included with the mailed ballots, on the secured website and in the delegates kits for the fall general meeting pursuant to subsection 6(d).
  - (d) Each Authority member may vote for three of the nominated members for the at-large board seats. The three members who receive the largest number of votes shall become members of the board. Members may vote using one, and only one, of the following processes:
    - (i) vote by ballot at the fall general meeting; or
    - (ii) vote by returning a ballot through the mail with this ballot to be received a minimum of four (4) days before the fall general meeting; or
    - (iii) vote by completion of a ballot on a secure website accessible only to voting members a minimum of four (4) days before the fall general meeting.
  - (e) Votes submitted by mail or on the secure voting members website will be counted in conjunction with those completed at the fall general meeting and shall be held secure and confidential until that time.
  - (f) If the number of nominations is less than or equal to the number of board members to be elected, those persons nominated are to be declared as elected without a vote.
  - (g) If a board member elected by the members resigns as a board member or ceases to hold office for any reason, the office of that board member is to remain vacant until such time as the board declares a special election or until the original term of office would have expired. Procedure for nominations and election would follow those stated in subsection 6(a) and subsection 6(d) with amendments for the special election dates.

### **Terms of board members**

- 7
- (a) Pursuant to section 6 of the Regulations, but subject to section 6(2) thereof, and section 4(a) and 5 of the Bylaws, board members that are selected by organizations shall be selected for two-year terms beginning at the first board meeting held at the beginning of the calendar year following the meeting of their selection.
  - (b) "Pursuant to section 6 of the Bylaws, but subject to section 6(f) thereof, and section 6 of the Regulations, board members elected from the members of other organizations shall be elected for two year terms and begin their terms at a board meeting held at the beginning of the calendar year following the meeting of their election with one member serving a one-year term for the period of 2007 only and subsequently serving two-year terms beginning with an election in fall 2007 for the 2008/2009 term."
  - (c) Any board member who has served three consecutive terms may not be re-selected or re-elected to the board until at least one calendar year has passed since that member's last term on the board.

### **Board Meetings**

- 8
- (a) Regular Meetings of the board shall be held from time to time at such time and at such place as the board may determine. A board meeting shall be held as soon as practical after each annual meeting.
  - (b) Notice of the time and place of each meeting of the board shall be given not less than fourteen (14) days before the time when the meeting is held and may be given by personal service, ordinary mail, telephone, facsimile or electronic mail.
  - (c) Special meetings of the board may be held at the call of the Chair or by written request of four board members. Notice of the time, place and subject will be given not less than 48 hours before the time when the meeting is held and may be given by personal service, ordinary mail, telephone, facsimile or electronic mail. Period of notice may be waived with unanimous consent of the board.

### **Meetings of the members**

- 9
- (a) Pursuant to subsection 9(1) of the Act general meetings of the members shall be held in spring and fall of each year and at any other time as requested by the Chairperson of the board.
  - (b) Notice of general meetings shall be provided by the Chairperson of the board to the members a minimum of two weeks in advance of any meeting.
  - (c) All members of the Authority shall have one vote on decisions put to the membership for ratification.
  - (d) A majority of the members in attendance at the general meetings of the Authority shall be deemed to be sufficient to carry a vote on decision or items for which the Authority membership has the decision making responsibility.
  - (e) Members of the Authority may request placement of a resolution or any other items on the agenda of a general meeting by:
    - (i) submitting a written request to the Chair a minimum of six (6) weeks prior to the general meeting; and
    - (ii) in the case of resolutions, supplying background documentation to elaborate on the resolution for distribution to the members.
    - (iii) Placement of the item on the meeting agenda is at the discretion of the Executive officers of the board.

An Executive officer will review all requests for agenda items and may request additional documentation be prepared by either a committee of the board or staff of the Authority to ensure that members receive a complete package.
  - (f) Members of the Authority may request placement, from the floor of a general meeting, of emergency resolutions or any other items by:

- (i) submitting two copies of a written motion of the request to the Chair, signed by the member making the motion and co-signed by a minimum of five (5) members seconding the motion;
  - (ii) the Chair will then present the motion of request to the membership for approval;
  - (iii) the item will be placed on the agenda upon the approval of the motion.
- (g) A quorum for transaction of business at any meeting of the members shall be the total number of voting members personally present at the opening of the meeting.

**Tabling of annual reports and financial reports**

- 10**
- (a) Pursuant to subsection 10(b) of the Act annual reports of the Authority shall be tabled for approval by the members at the fall general meeting.
  - (b) Pursuant to subsection 10(a) and (c) of the Act annual audited accounts and financial statements shall be tabled for approval by the members at the fall general meeting.
  - (c) The board shall approve all annual reports and financial statements prior to their tabling at the fall general meeting.
  - (d) Members may direct that a special audit of the Authority's activities take place by making a request in writing, to the board, signed by a minimum of 15% of Authority members, and the audit shall be completed and distributed to all members within 90 days of receipt of the direction by the board.

**Officers of the board**

- 11**
- (a) Pursuant to subsections 11 and 12 of the Act the board may elect from its members an executive committee.
  - (b) The board shall elect all officers by majority vote of the board for a term of one year.
  - (c) All officers pursuant to the Act subsection 11(3) and (5) shall be subject to annual election by the board and may serve consecutive terms.
  - (d) Pursuant to section 6(5) of the Regulations consecutive terms as an officer may not exceed the member's term on the board.
  - (e) Officers shall be elected at the first board meeting held at the beginning of the calendar year with the exception of the original board which shall elect officers at its first meeting.

**Financial powers of the board**

- 12** Pursuant to sections 16 and 17 of the Act, the board may obtain operating loans on behalf of the Authority up to and including an amount not to exceed 50% of the annual grant from the Minister.

**Commercial activities**

- 13**
- (a) Pursuant to sections 5 and 6 of the Act, in conducting its operations the Authority will actively pursue commercial activities and expanded cooperative marketing initiatives that will generate revenue pursuant to the recommendations of the Minister's Task Force on Tourism Partnerships.
  - (b) The board will provide policy direction in cases where there may be direct competition with Saskatchewan tourism organizations.

### **Membership Fees**

- 14** Pursuant to section 3(4) and 6(d)(i) of the Act:
- (a) The board shall determine the prescribed membership fees for organizations;
  - (b) All membership fees shall be paid on an annual basis;
  - (c) The board may suspend the right of any body or organization to designate or select a person as a member if, after 30 days and one written notice specifying that the right to designate or select will be suspended or withdrawn for failure to pay the prescribed fees, the fees remain unpaid;
  - (d) Membership may be re-instated upon payment of the outstanding membership fee.

### **Director and Officer Insurance**

- 15** The Authority shall purchase and maintain insurance for the benefit of any person against liability for any costs, charges or expenses incurred by that person;
- (a) in his or her capacity as an officer or director of the Authority, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Authority; or
  - (b) in his or her capacity as an officer or director of another body corporate where he or she acts or acted in that capacity at the Authority's request, except where the liability related to his or her failure to act honestly and in good faith with a view to the best interests of the body corporate.

### **Execution of Instruments**

- 16** The directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons, on behalf of the Authority either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Authority may, when required, be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons, appointed by resolution of the directors.

### **Regional Structure and Funding**

- 17** The board shall support and fund regions and, in so doing, it shall refer to the guidelines set out in the Memorandum of Agreement as the same may be amended from time to time or replaced by a similar document prepared by the board in consultation with the members.