



# Constitution and Bylaws

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**Greater Victoria Visitors & Convention Bureau**

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**Contents**

CONSTITUTION ..... 4

BYLAWS..... 5

ARTICLE 1 DEFINITIONS AND INTERPRETATION..... 5

    Definitions..... 5

    Interpretation..... 7

ARTICLE 2 MEMBERSHIP ..... 7

    Full Membership ..... 7

    Life Membership ..... 7

    GVSTC Membership ..... 8

    Reciprocal Membership ..... 8

    Membership Categories..... 9

    Membership Fees..... 9

    Conduct of Members ..... 9

    Good Standing..... 9

    Cessation of Membership ..... 10

    Discipline or Expulsion of Member ..... 10

ARTICLE 3 MEETINGS OF MEMBERS ..... 11

    General Meetings..... 11

    Member-convened Meeting..... 11

    Quorum..... 11

    Proceedings and Voting ..... 11

    Notice of Meetings..... 12

    Class Meetings ..... 12

ARTICLE 4 DIRECTORS..... 12

    General..... 12

    Elected Directors..... 12

    Appointed and *Ex Officio* Directors..... 13

    Casual Vacancy on the Board..... 13

    Term of Office ..... 13

    Proceedings of Directors..... 14

Powers of Directors.....	14
Borrowing Powers.....	14
Investment Powers .....	15
Appointing a Chief Executive Officer .....	15
Duties of Directors .....	15
Conflict of Interest .....	16
Removal of Directors .....	16
<b>ARTICLE 5 ELECTED OFFICERS .....</b>	<b>17</b>
General.....	17
Duties and Powers of Elected Officers.....	17
Eligibility .....	18
Elections .....	18
Removal of Officers.....	18
<b>ARTICLE 6 NOMINATION AND ELECTION OF DIRECTORS .....</b>	<b>18</b>
Preparation for Election.....	18
Nominations for Director .....	19
Elections .....	19
<b>ARTICLE 7 COMMITTEES .....</b>	<b>20</b>
General.....	20
Standing Committees.....	20
Special Committees.....	22
<b>ARTICLE 8 PROCEDURE .....</b>	<b>22</b>
<b>ARTICLE 9 ACCOUNTING .....</b>	<b>22</b>
<b>ARTICLE 10 INSPECTION .....</b>	<b>22</b>
<b>ARTICLE 11 SEAL.....</b>	<b>23</b>
<b>ARTICLE 12 NOTICE – WHEN DEEMED EFFECTIVE .....</b>	<b>23</b>
<b>ARTICLE 13 AMENDMENT .....</b>	<b>24</b>
<b>ARTICLE 14 OPERATIONAL TERRITORY.....</b>	<b>24</b>

# CONSTITUTION

1. The registered name of the Society is the Greater Victoria Visitors & Convention Bureau.
2. The purposes of the Society are to:
  - (a) foster the economic advancement of the tourism industry throughout South Vancouver Island;
  - (b) promote travel to South Vancouver Island;
  - (c) support the development of new and existing tourism initiatives that contribute to a desirable and sustainable destination;
  - (d) foster professionalism within the tourism sector in all visitor-related activities;
  - (e) represent and advocate the tourism industry to the various levels of government, agencies and other industries;
  - (f) foster awareness of the value and importance of tourism among residents of South Vancouver Island; and
  - (g) disseminate visitor information and provide visitor counselling.

# BYLAWS

## ARTICLE 1 DEFINITIONS AND INTERPRETATION

### Definitions

- 1.1. In the constitution and these bylaws, unless the context otherwise requires
- (a) "Board" means all of the Directors of the Society for the time being;
  - (b) "Bronze Member" means a Member of the GVSTC class of membership having a Bronze designation;
  - (c) "Chair" means the chair of the Society as described in article 5;
  - (d) "Champion Member" means a Member of the GVSTC class of membership having a Champion designation;
  - (e) "Chief Executive Officer" means the chief executive officer appointed by the Board under article 4.23;
  - (f) "Code of Conduct" means at any time the then current code of conduct for Directors or for committee members, as the case may be, as approved by the Board from time to time;
  - (g) "Code of Ethics" means at any time the then current code of ethics for Members, as approved by the Board from time to time;
  - (h) "Director" means a director elected under article 4.4 or appointed under article 4.5;
  - (i) "Elected Officer" means the Chair, First Vice Chair or a Vice Chair of the Society as described in article 5;
  - (j) "First Vice Chair" means the First Vice Chair of the Society as described article 5;
  - (k) "Full Member" means a Member in the class of membership of the Society described in article 2.1;
  - (l) "Gold Member" means a Member of the GVSTC class of membership having a Gold designation;
  - (m) "GVSTC" means the *Greater Victoria Sport Tourism Commission* which comprises the GVSTC Members as well as the sport tourism activities of the Society and of its Sport Tourism Committee;

- (n) "GVSTC Member" means a Member in the class of membership of the Society described in articles 2.4, 2.5 and 2.6;
- (o) "Life Member" means a Member in the class of membership of the Society described in articles 2.2 and 2.3;
- (p) "Member" means an individual or organization having any class of membership in the Society and includes the authorized representative of a Member who is not a natural person and refers to members of the Society generally;
- (q) "Membership Category" means the category assigned to a Member under article 2.10 or article 6.7(b);
- (r) "Membership Criteria" means at any time the then current criteria for the Membership Category applicable to become or remain a Member, as established by the Board from time to time, which criteria may include but are not limited to, qualifications, best industry practices, statutory standards, licencing, governmental approvals, and insurance requirements;
- (s) "Past Chair" means the Member who served as elected Chair immediately prior to the current Chair;
- (t) "Policy Manual" means at any time the then current policy manual approved by the Board from time to time;
- (u) "Reciprocal Member" means a Member in the class of membership of the Society described in articles 2.7, 2.8 and 2.9;
- (v) "Silver Member" means a Member of the GVSTC class of membership having a Silver designation;
- (w) "Society" means the Greater Victoria Visitors & Convention Bureau;
- (x) "*Societies Act*" and "Act" means the *Societies Act*, S.B. 2015, c. 18, as enacted or amended from time to time;
- (y) "Special Committee" means a committee of the Society that is struck to address a specific issue or accomplish a specific task and is intended to be disbanded when the issue has been addressed or the task has been accomplished;
- (z) "Standing Committee" means a committee of the Society concerned with an ongoing purpose or function of the Society and which is intended to exist indefinitely;
- (aa) "Sustainable Destination" means a destination that balances economic, social and environmental health to benefit current and future generations;

(bb) "Tourism Marketing Agreement" means the agreement between the Society and a municipality regarding collection and use of Hotel Tax under the Municipal and Regional District Tax Program by the Society as eligible entity and any successor agreement; and

(cc) "Vice Chair" means a Vice Chair of the Society as described in article 5.

### **Interpretation**

- 1.2. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
- 1.3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- 1.4. Reference in these bylaws to an article followed by a number is a reference to the corresponding article, section, subsection, paragraph or clause of these bylaws.

## **ARTICLE 2      MEMBERSHIP**

### **Full Membership**

- 2.1. Any reputable individual or organization that is directly or indirectly engaged or interested in tourism may apply for full membership in the Society and, upon acceptance by the Board or its designate, becomes a Full Member and while in good standing shall be eligible to
  - (a) vote at any meeting of the Society or in any other Members' forum, with the exception of meetings of the Greater Victoria Sport Tourism Commission unless such Full Member is also a GVSTC Member,
  - (b) serve as a Director, and
  - (c) participate in such privileges as the Board may provide for that class of membership.

### **Life Membership**

- 2.2. The Board may confer a life membership in the Society on any Member where the Board determines that the Member is exceptional and has
  - (a) contributed their time, knowledge and abilities to enhancing the tourism industry, or
  - (b) demonstrated a significant and sustained commitment toward the enhancement and reputation of the Society.

- 2.3. A Life Member shall have the same rights and responsibilities as any Full Member, but shall be exempt from membership fees or other subscriptions that other Full Members must pay.

### **GVSTC Membership**

- 2.4. Any reputable individual or organization that is directly or indirectly engaged or interested in sport tourism may apply for membership in the GVSTC and, upon acceptance by the Board or its designate, becomes a GVSTC Member.
- 2.5. A GVSTC Member shall have the same rights and responsibilities as a Full Member except that an GVSTC Member shall not be eligible to
- (a) vote at any meeting of the Society or in any other Members' forum with the exception of a class vote for representatives on the Sport Tourism Committee (at which each GVSTC Member shall have one vote), or
  - (b) serve as a Director unless such GVSTC Member is chair of the Sport Tourism Committee.
- 2.6. The GVSTC class of membership shall be divided into four (4) designations – Gold, Silver, Bronze, and Champion each having the membership criteria, membership privileges, and membership fees determined by the Board from time to time.

### **Reciprocal Membership**

- 2.7. Any reputable individual or organization whose purposes or activities assist the Society in achieving its purposes, as set out in the Constitution, and that meets the designation criteria within the reciprocal membership class, as established by the Board from time to time, may apply for membership and, upon acceptance by the Board or its designate, becomes a Reciprocal Member of the Society.
- 2.8. The reciprocal class of membership shall be divided into the following three (3) designations:
- (a) Funding Partner,
  - (b) Tourism Boards, and
  - (c) Greater Victoria Community Partners/British Columbia Tourism Partners
- each having the membership criteria and membership privileges determined by the Board from time to time.
- 2.9. A Reciprocal Member shall be exempt from membership fees or other subscription fees.



## **Membership Categories**

- 2.10. The Governance, Human Resources and Risk Committee or its designate shall assign each Full Member and Life Member to one of the following Membership Categories:
- (a) Accommodation – More than 149 Rooms,
  - (b) Accommodation – From 26 to 149 Rooms,
  - (c) Accommodation – 25 Rooms or Fewer,
  - (d) Arts, Culture and Societies,
  - (e) Attractions,
  - (f) Transportation and Sightseeing,
  - (g) Recreation and Outdoor Adventure,
  - (h) Retail and Restaurants, and
  - (i) General.

## **Membership Fees**

- 2.11. The Board may establish or alter membership fees or other subscriptions for each class and designation of membership in the Society and their terms of payment.
- 2.12. Every Member, except Life Members and Reciprocal Members, must pay the membership fee or other subscription established by the Board for their class and designation of membership.

## **Conduct of Members**

- 2.13. Every Member must
- (a) uphold the constitution and comply with these bylaws,
  - (b) adhere to the Society's Code of Ethics for Members,
  - (c) comply with the bylaws of any municipality in which the Member conducts business, as well as all provincial and federal laws, and
  - (d) adhere to the Membership Criteria applicable to their Membership Category and provide the Society with evidence of such adherence as may be required by the Board on renewal of membership each year.

## **Good Standing**

- 2.14. All Members are in good standing except a Member who

(a) has failed to pay the current membership fee or any other subscription relevant to their class and designation of membership and more than sixty (60) days have elapsed since first notice that the fee or other subscription is due, or

(b) has a debt due and owing to the Society for more than sixty (60) days after the date of invoicing

and such a Member is not in good standing so long as the fee or debt remains unpaid.

### **Cessation of Membership**

2.15. A person ceases to be a Member of the Society

(a) by giving notice of resignation in writing to the Society,

(b) on his or her death, or in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for sixty (60) days and then having received written notice from the Society, continues to be a member not in good standing for a further thirty (30) days.

2.16. Cessation of membership shall not relieve a Member from any liability to the Society for fees due, debts or obligations incurred.

### **Discipline or Expulsion of Member**

2.17. The Board shall have authority to discipline, suspend or expel any Member for any cause which the Board may deem reasonable, such cause including but not limited to:

(a) violation of any provision of the by-laws, or written policies of the Society,

(b) carrying out any conduct which may be detrimental to the Society or its Members, as determined by the Board in its sole discretion,

(c) failure to observe the requirements of article 2.13, or

(d) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

2.18. A Member may be disciplined, expelled, or disciplined and expelled for cause by special resolution or by resolution of the Board in its absolute discretion.

2.19. Before a Member is disciplined and/or expelled under articles 2.17 and 2.18, the Society must

(a) send to the Member written notice of the proposed discipline and/or expulsion, including reasons, and

(b) give the Member a reasonable opportunity to make representations to the Society with regard to the proposed discipline and/or expulsion.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **General Meetings**

- 3.1. An annual general meeting shall be held at least once each calendar year.
- 3.2. In addition to the annual general meeting, other general meetings of the Society shall be held at the time and place, in accordance with the *Societies Act*, as the Board decides.

### **Member-convened Meeting**

- 3.3. A special general meeting shall be held upon the written request of ten (10) per cent of voting Members in good standing.
- 3.4. A request for a Member-convened special general meeting must set out the reason for the meeting and must be deposited with an Elected Officer or sent by registered mail to the Society.
- 3.5. Within twenty-one (21) days of the receipt of such a request by an Elected Officer or the Society, the Board shall convene a special general meeting of the Society.

### **Quorum**

- 3.6. A quorum for a general meeting or a special general meeting is five (5) per cent of voting Members in good standing or fifty (50) voting Members in good standing, whichever is greater.
- 3.7. Where a quorum is not present, the ranking Elected Officer may terminate, adjourn or proceed with the meeting.
- 3.8. Where a meeting proceeds without a quorum, any business transacted at the meeting will be effective only if ratified at the next meeting at which a quorum is present.

### **Proceedings and Voting**

- 3.9. All business coming before a general meeting or a special general meeting shall be transacted or decided by resolution of the Members present in person at the meeting.
- 3.10. Each Full Member in good standing and each Life Member in good standing who is present at a general meeting or a special general meeting is entitled to one vote.

- 3.11. To be adopted, a resolution shall require a simple majority of the votes cast except as otherwise required by the *Societies Act* or these bylaws.
- 3.12. A Member that is not a natural person shall vote by its authorized representative, who is entitled to speak, vote and act on its behalf in all matters at a general meeting or a special general meeting.
- 3.13. Voting by proxy is prohibited.

### **Notice of Meetings**

- 3.14. At least fourteen (14) days written notice shall be given of any general meeting.
- 3.15. Notice shall be given to a Member
  - (a) personally,
  - (b) by email to the email address listed in the Society's register of Members, or
  - (c) by post to the postal address listed in the Society's register of Members.
- 3.16. The non-receipt of a notice or the omission to give any notice to any Member or Members shall not invalidate the proceedings at any general meeting.

### **Class Meetings**

- 3.17. The Society may hold meetings of classes of Members in the same manner, with such changes as are necessary, as general meetings. The GVSTC Members will meet at least once each calendar year to conduct such business as the election of representatives to the Sport Tourism Committee and discussion of activities of the Society and the Sport Tourism Committee with regard to marketing of Sport Tourism.

## **ARTICLE 4      DIRECTORS**

### **General**

- 4.1. The Board shall be composed of eleven (11) Directors elected from among the Full Members and Life Members plus the number of *ex officio* Directors described in article 4.5.
- 4.2. No employee of the Society may sit as a Director.
- 4.3. No Director or Elected Officer shall be entitled to any remuneration.

### **Elected Directors**

- 4.4. Eleven (11) Directors shall be elected by the Members as follows:

- (a) eight (8) Directors, with one (1) Director being elected from each of the following Membership Categories:
  - (i) Accommodation – More than 149 Rooms,
  - (ii) Accommodation – From 26 to 149 Rooms,
  - (iii) Accommodation – 25 Rooms or Fewer,
  - (iv) Arts, Culture and Societies,
  - (v) Attractions,
  - (vi) Transportation and Sightseeing,
  - (vii) Recreation and Outdoor Adventure,
  - (viii) Retail and Restaurants, and
- (b) three (3) Directors at large, elected from any Membership Category, including General.

#### **Appointed and *Ex Officio* Directors**

- 4.5. Each of the following shall be *ex officio* Directors who shall be entitled to vote:
- (a) the Past Chair may sit as an *ex officio* Director
  - (b) each municipality with which a Tourism Marketing Agreement is in effect may appoint one (1) Director,
  - (c) each of the following may appoint one (1) Director:
    - (i) Greater Victoria Chamber of Commerce
    - (ii) Tourism Association of Vancouver Island; and
  - (d) the Chair of the Sport Tourism Committee shall sit as an *ex officio* Director.

#### **Casual Vacancy on the Board**

- 4.6. The Chair may, on the advice of the Governance, Human Resources and Risk Committee, appoint a Director to fill any casual vacancy occurring on the Board, and any Director so appointed shall hold office until the next election of Directors.

#### **Term of Office**

- 4.7. The term of office of a Director, other than the Chair and First Vice Chair, shall be two (2) years.
- 4.8. The Chair and the First Vice Chair's term of office as a Director shall continue as long as they serve as Chair or First Vice Chair.

- 4.9. The terms of office of the Directors shall be staggered so that approximately one-half of the terms expire each year. Where necessary to facilitate the staggered terms of the Directors, the Board may adjust the term of any Director by one year.
- 4.10. A Director is eligible for re-election or re-appointment unless they have served as a Director for six (6) consecutive years.
- 4.11. In calculating the number of consecutive years that a Director has served, the time served as an Elected Officer shall not be counted.

### **Proceedings of Directors**

- 4.12. The Board will meet at least quarterly on a day to be specified by the Chair.
- 4.13. Special meetings of the Board may be called
  - (a) by the Chair when, in his or her opinion, it is necessary to hold such meetings, or
  - (b) at the written request of five (5) or more Directors.
- 4.14. Directors shall receive at least two (2) days notice of a meeting of the Board, which may be given by email, post, fax, telephone or word of mouth.
- 4.15. At any meeting of the Board, the quorum shall be a majority of the Directors then in office.
- 4.16. No defect in
  - (a) the qualifications, election or appointment of any Director, or
  - (b) the notice calling any meeting of the Directorsshall operate to invalidate any act of the Board.

### **Powers of Directors**

- 4.17. The Board shall set policy for the control and charge of the Society.
- 4.18. The Board may delegate the day to day administration of the Society to the Chief Executive Officer subject to the direction, policy and budget established by the Board.

### **Borrowing Powers**

- 4.19. Subject to the *Societies Act*, the Board may authorize the Society to raise money or secure the payment or repayment of money in the manner and amount that the Board deems fit, including by the issue of debentures.
- 4.20. The authority of the Board in article 4.19 may not be delegated.

- 4.21. The Members may by special resolution restrict the borrowing powers of the Board. Any restriction imposed will expire at the next annual general meeting.

### **Investment Powers**

- 4.22. The Board may invest the Society's funds
- (a) in investments in which a prudent investor might invest, and
  - (b) in subsidiaries of the Society or other business arrangements, the purposes of which are intended to advance the purposes of the Society set out in its constitution.

### **Appointing a Chief Executive Officer**

- 4.23. The Board shall appoint an individual to be the Chief Executive Officer of the Society.
- 4.24. The salary, results of performance reviews and reappointment or removal of the Chief Executive Officer must be ratified by a majority of the Board.
- 4.25. The Chief Executive Officer shall
- (a) be an officer of the Society and shall direct the day to day affairs and business of the Society, including the employment of necessary personnel,
  - (b) set the salary, duties and terms of employment for all employees of the Society subject to the direction, policy and budget established by the Board,
  - (c) prior to the end of each year, present to the Board for approval an annual business plan and *pro forma* budget for the upcoming fiscal year, which shall reflect the strategic plan approved by the Board, and
  - (d) provide written financial and operational reports based on the annual business plan and budget to the Board at least five (5) days before a regular quarterly meeting of the Board.

### **Duties of Directors**

- 4.26. Each Director shall
- (a) act honestly and in good faith and in the best interests of the Society,
  - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising powers and performing functions as a Director,
  - (c) adhere to the Policy Manual and Code of Conduct as a Director and any Code of Conduct as a committee member, as approved by the Board from time to time,
  - (d) always act in accordance with the Director's fiduciary duty to the Society,

- (e) keep all information, data, discussions, and/or opinions presented during Board meetings or arising from Board activities privileged and confidential at all times, unless disclosure is legally required, and
- 4.27. No director shall receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or programs.

### **Conflict of Interest**

- 4.28. For the purposes of these bylaws, a Director has a conflict of interest with respect to any matter brought before him or her, while sitting as a Director or otherwise, where the Director has, potentially has, or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the Society generally.
- 4.29. With respect to any matter brought before the Board for its consideration, where any Director has a conflict of interest the Director shall:
- (a) immediately inform the Chair as soon as he or she becomes aware of the conflict of interest;
  - (b) inform the other Directors that the conflict of interest exists and the nature of the conflict of interest;
  - (c) absent himself or herself from the room while the matter is under discussion;
  - (d) refrain from voting on that matter, and
  - (e) not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

### **Removal of Directors**

- 4.30. The Members may, by special resolution, remove a Director before expiration of that Director's term of office, in which case another Director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.
- 4.31. In the event that a Director ceases to be, or ceases to be employed by, a Member of the Society in the Membership Category under which the Director was elected, such a Director must resign if required to do so by the Chair and if such Director fails or refuses to do so, such Director will be deemed to have resigned upon filing of a notice by the Chair in the Society records.
- 4.32. In the event that a Director is absent from three (3) successive meetings or fails to perform his or her duties, the Chair may require that such Director resign and if such Director fails or refuses to do so, such Director will be deemed to have resigned upon filing of a notice by the Chair in the Society records.



## **ARTICLE 5      ELECTED OFFICERS**

### **General**

- 5.1. The Elected Officers of the Society are
  - (a) the Chair,
  - (b) the First Vice Chair, and
  - (c) two (2) Vice Chairs.
- 5.2. The First Vice Chair and Vice Chairs shall be elected from among the Committee Chairs appointed under article 7.5.
- 5.3. The Chair shall sit for a two (2) year term.
- 5.4. The First Vice Chair shall become the Chair upon the Chair leaving office.
- 5.5. The First Vice Chair shall sit for a two (2) year term or less where required to assume the role of Chair.
- 5.6. A Vice Chair shall sit for a one (1) year term and may be re-elected provided that he or she is a Director.

### **Duties and Powers of Elected Officers**

- 5.7. The duties of the Elected Officers generally shall be such duties as are usual to the office held and such other duties as may be prescribed by a majority of the Board.
- 5.8. The Chair shall
  - (a) be the chief officer of the Society and shall call the meetings of the Board, decide the agenda for such meetings and have the deciding vote in the event of a tie at such meetings,
  - (b) ensure the keeping and approval of accurate minutes of all meetings of the Board as well as general and special meetings of the Members, and
  - (c) be responsible for the development, maintenance and implementation of policy and procedures which organise and guide the work of the Board.
- 5.9. The Chair may delegate his or her duties or powers, or any part of them, to the First Vice Chair or a Vice Chair subject to the approval of the Board.
- 5.10. The First Vice Chair shall exercise the powers of the Chair in his or her absence.
- 5.11. The Vice Chairs generally shall perform such duties as may be assigned to them by the Chair or the Board.

## **Eligibility**

- 5.12. Any Elected Director is eligible to serve as a Vice Chair.
- 5.13. To be eligible to serve as First Vice Chair, a Director must have served at least one (1) year as a Director.
- 5.14. To be eligible to serve as Chair, a Director must have served at least three (3) years as a Director.

## **Elections**

- 5.15. Whenever there is a vacancy in the office of First Vice Chair or Vice Chair, an eligible Director shall be elected by a majority of the Board to fill each vacant office.
- 5.16. If the term of the Chair ends or the Chair otherwise leaves office and the First Vice Chair does not meet the eligibility requirement in article 5.14 to serve as Chair, then
  - (a) an eligible Director shall be elected by a majority of the Board to serve as Chair, and
  - (b) the Chair so elected shall remain as Chair until the First Vice Chair becomes eligible to serve as Chair.
- 5.17. Vice Chairs shall be elected annually by a majority of the Board.

## **Removal of Officers**

- 5.18. The Board may, by resolution, remove an Elected Officer or other officer from office.

# **ARTICLE 6 NOMINATION AND ELECTION OF DIRECTORS**

## **Preparation for Election**

- 6.1. The Board shall hold an election and set a deadline for return of ballots in November or December each year.
- 6.2. No later than the first week of October each year, the Governance, Human Resources and Risk Committee shall mail or email the following to each Full Member in good standing and each Life Member in good standing:
  - (a) the nomination and election procedures for the election of Directors as set out in these bylaws and in any policy established by the Board, and
  - (b) a list of the Directors whose term of office expires in the current year.

## **Nominations for Director**

- 6.3. The Board may establish criteria for the skills, qualifications or characteristics that must be met by a nominee for Director.
- 6.4. Any criteria established under article 6.3 shall be approved by a majority of the Board before taking effect.
- 6.5. The Governance, Human Resources and Risk Committee may make such nominations as it deems fit provided that it obtains the written consent of the person nominated.
- 6.6. Eligible Members may nominate themselves provided that they have the support of five (5) other voting Members in good standing and submit such nomination documents as are prescribed by the Board.
- 6.7. The Governance, Human Resources and Risk Committee shall review all nominations and
  - (a) determine whether each nominee meets criteria established by the Board under article 6.3,
  - (b) determine the Membership Category that each nominee shall represent, and
  - (c) where a nominee is determined to not meet criteria established under article 6.3 or to represent a Membership Category in which there is no vacant position, may reject the nomination.
- 6.8. At least fourteen (14) days prior to the deadline for return of ballots, the Governance, Human Resources and Risk Committee shall mail or email to each Full Member in good standing and each Life Member in good standing, a list of the nominees, including each nominee's name, job title, employer and Membership Category.

## **Elections**

- 6.9. Unless the election of Directors is by acclamation, a mail ballot or electronic ballot shall be conducted.
- 6.10. The mail ballot or electronic balloting system shall list each nominee's name, job title, employer and Membership Category.
- 6.11. Each completed ballot must be returned by mail or electronic ballot system on or before the specified deadline for return of ballots to the Society's auditors or other third party election contractor who shall report the results of the election to the Governance, Human Resources and Risk Committee at least seven (7) days prior to the December Board meeting.

- 6.12. The Governance, Human Resources and Risk Committee shall, upon receipt from the auditors, announce the results of the election to the Members at a general meeting or by notice.
- 6.13. In the event that no person is elected to fill an open seat on the Board, the Chair, with the advice of the Governance, Human Resources and Risk Committee, shall endeavour to present a candidate from the required Membership Category who may be appointed as Director upon approval by a majority of the Board.
- 6.14. The newly elected Directors shall meet in December of that year to elect officers who will take office effective January 1 of the following year.

## **ARTICLE 7      COMMITTEES**

### **General**

- 7.1. In addition to the Standing Committees prescribed in these bylaws, the Board may strike other Standing Committees or Special Committees as it deems fit.
- 7.2. The Board shall define the duties, powers and Terms of Reference of all Standing Committees and Special Committees.

### **Standing Committees**

- 7.3. The Standing Committees of the Society include
  - (a) Finance and Membership Committee, which shall advise the Board on prudent financial and membership strategies, including the Society's financial and membership performance;
  - (b) Governance, Human Resources and Risk Committee, which shall provide advice to the Board for effective governance of the Society, including human resources and risk management;
  - (c) Sales and Marketing Committee, which shall provide advice to the Board on sales and marketing strategies, including the Society's sales and marketing performance;
  - (d) Transportation and Destination Management Committee, which shall advise the Board on transportation matters, public policy issues, and strategies for sustainable destination management; and
  - (e) Sport Tourism Committee, which shall advise the Board on sport tourism strategies and performance of the Greater Victoria Sport Tourism Commission.
- 7.4. The composition of the Standing Committees shall be as follows:

- (a) the Finance and Membership Committee shall be composed of
  - (i) Members and Directors, and
  - (ii) the Chief Executive Officer, who shall sit as a non-voting, *ex-officio* member of the committee;
- (b) the Governance, Human Resources and Risk Committee shall be composed of
  - (i) Directors, and
  - (ii) the Chief Executive Officer, who shall sit as a non-voting, *ex-officio* member of the committee;
- (c) the Sales and Marketing Committee shall be composed of
  - (i) Members and Directors as provided in each Tourism Marketing Agreement in effect, and
  - (ii) the Chief Executive Officer, who shall sit as a non-voting, *ex officio* member of the committee;
- (d) the Transportation and Destination Management Committee shall be composed of
  - (i) Members and Directors, and
  - (ii) the Chief Executive Officer, who shall sit as a non-voting, *ex officio* member of the committee; and
- (e) the Sport Tourism Committee shall be composed of
  - (i) such number and designations of GVSTC members as shall be determined by the Board from time to time and elected during a class meeting of the Greater Victoria Sport Tourism Commission at which each GVSTC Member in good standing and present in person shall have one vote, and
  - (ii) the Chief Executive Officer and the Executive Director of Sport Tourism in non-voting, *ex officio* support roles.

7.5. The Board shall, with the exception of the Sport Tourism Committee, appoint

- (a) the chair for each Standing Committee from among the elected Directors for a one year term, and
- (b) the members of each Standing Committee in accordance with these bylaws and the Board, acting on the advice of the Sport Tourism Committee, shall appoint the chair of the Sport Tourism Committee from among the members of that committee for a one year term.

- 7.6. No policy shall be initiated and no action shall be taken by any Standing Committee without the approval of the Board.
- 7.7. At a meeting of the Board, the vice chair of a Standing Committee may represent the chair of that committee if that chair is absent, but the vice chair may not vote unless he or she is a Director.
- 7.8. Standing Committees shall meet quarterly, prior to the quarterly Board meeting, on a day to be specified by the committee chair and Chief Executive Officer.
- 7.9. The Chair of the Society or the chair of a Standing Committee may call a special meeting of a Standing Committee when he or she deems it necessary, and such meetings will be in addition to regularly scheduled quarterly meetings.

### **Special Committees**

- 7.10. The Board may delegate any, but not all, of its powers and duties to a Special Committee subject to the *Societies Act*, the common law, and these bylaws.
- 7.11. Special Committees may initiate such policy and take such action as shall be within the powers and duties delegated to them by the Board.
- 7.12. A Special Committee shall be composed only of Directors.

## **ARTICLE 8 PROCEDURE**

- 8.1. Except as otherwise set out in these bylaws, all procedure and order of business at all meetings shall be in accordance with the regulations provided in the most recent edition of *Robert's Rules of Order*.

## **ARTICLE 9 ACCOUNTING**

- 9.1. The fiscal year of the Society shall be the calendar year.
- 9.2. The accounts of the Society shall, within a reasonable time after the end of the fiscal year, be audited by one or more accredited professional accountants to be selected and appointed annually by the Board as approved by voting Members and a report made to all Members.

## **ARTICLE 10 INSPECTION**

- 10.1. All, books, accounts and records of the Society

- (a) shall be open for inspection by the officers and the Directors at all reasonable times;
  - (b) those records required to be kept under the provisions of subsection 20(1) of the *Societies Act* and those records referred to in paragraph 24(2)(a) of the *Act* shall be open for inspection by Members at all reasonable times, but subject to the provisions of section 25 of that *Act*; and
  - (c) all other records of the Society may, at the discretion of a majority of the Board, be made available for inspection by a Member in good standing upon application to the Board, at such time and place as the Board may determine.
- 10.2. An application under article 10.1 (c) shall be considered by the Board at its next regular meeting.
- 10.3. In the event that the Board rejects an application made under article 10.1 (c), the Board shall provide the applicant with its written reasons within five (5) business days of its determination.
- 10.4. Upon receipt of the Board's written reasons, the applicant may appeal to the immediate Past Chair (or another Past Chair if the immediate Past Chair is unavailable) who shall attempt to reasonably satisfy the applicant's request in a manner which does not conflict with the *bona fide* concerns and obligations of the Board and the Society.

## **ARTICLE 11 SEAL**

- 11.1. The Board may provide a seal for the Society and may, from time to time, destroy it and substitute a new seal in place of the seal destroyed.
- 11.2. The seal shall be affixed only when authorized by the Chair and the Chief Executive Officer.

## **ARTICLE 12 NOTICE – WHEN DEEMED EFFECTIVE**

- 12.1. Any notice that is required to be given under these bylaws shall be deemed to have been effected as follows:
- (a) notice given by email on the day the email is sent,
  - (b) notice given by post on the day following the day it was posted,
  - (c) notice given by fax on the day it was transmitted, and
  - (d) notice given by telephone or word of mouth on the day on which it occurs.

## **ARTICLE 13    AMENDMENT**

13.1. The constitution and these bylaws may be amended by special resolution of the Society.

## **ARTICLE 14    OPERATIONAL TERRITORY**

14.1. The operations of the Society are to be chiefly carried on in South Vancouver Island.