Mighty Peace Tourism Bylaws

Including Amendments to June 2010

Including Amendments to April 2019

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Welcome to Mighty Peace Tourism

Our association is a non-profit society that collaborates with municipalities, businesses and individuals in north western Alberta to promote tourism.

We are fortunate enough to live in one of the most beautiful places in the province. We would like to showcase this to others and have them experience our northern hospitality.

We welcome all members to join us in promoting and sharing this beautiful region and everything it has to offer.

WHO WE ARE

Our Vision: to provide leadership for the exploration and promotion of northern tourism.

Our Mission: to be leaders in promoting tourism in Northwestern Alberta.

Established in 1963, Mighty Peace Tourism was formed to assist tourism operators in the Mighty Peace Region. Mighty Peace Tourism (MPT) is a non-profit society, that works closely with Travel Alberta, and is dedicated to increasing awareness of the tourism possibilities in our region to the rest of Alberta, Canada and the World.

Mighty Peace Tourism is a regional co-operation between members-at-large, tourism operators, municipalities, towns and villages.

The region offers things such as trail riding, fishing, jet boating, bird watching, world class hunting, museums, unique history and so much more. Mighty Peace Tourism has enjoyed over five decades of successfully marketing the region by distributing pamphlets and brochures from our member tourism operators, distributing a Visitor Guide and by having an active social media presence. We answer inquiries from around the world about our great region.

The word is out--the Peace Region is a hidden treasure! Mighty Peace Tourism looks forward to a very bright and exciting future in the Peace Country. We are lucky enough to live in one of the most beautiful, untouched and majestic places on earth, so let's showcase it to others, and have them experience our northern hospitality!

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BOARD MEMBER RESPONSIBILITIES

1. Board members, acting as a group, set strategic direction and goals for the Executive Director to implement and achieve.

2. Board members must ensure that the Mighty Peace Tourism has adequate finances and money is spent responsibly. As a "trustee" of the MPT's money, the board and executive are responsible for seeing it is well spent. This, however, does not mean the board must approve every expenditure. This can be done by financial and performance "audits" and budget versus actual with comparison to the previous two years being presented at each meeting, as well as current financial statements. Board members should question variances from the budget and major changes from previous years and feel comfortable with all financial statements presented. Board members are encouraged to ask any questions in order to avoid confusion or misrepresentation when reporting back to their council or business.

3. Board members must play an active role in supporting the MPT and the Executive Director. The board member's role is to provide the direction in which they want the Executive Director to take the organization, and the board must provide the Executive Director with the resources to get there (contact suggestions, regional information, etc.). The board member's personal skills and contacts are valuable to the Executive Director and the organization. Expect feedback from the Executive Director on the performance of the organization.

4. Individual board members should attend board meetings and actively participate, including service on committees and as officers. There are four board meetings per year and one Annual General Meeting.

5. Board members are to serve as a representative of their municipality or industry and it is their responsibility to present the concerns of the member they represent to the board and/or president. It is not the role of individual board members to contact the Executive Director with concerns, concerns shall be brought to the president. It is the responsibility of each member to report to their council or business any decisions made and information presented at board meetings. It is strongly suggested that each member take sufficient notes for their reporting purposes as minutes may not be available immediately.

6. Board meeting packages will be emailed to members 1-2 weeks prior to each meeting. Board members should review these packages and come prepared to approve or make amendments to the minutes of the last meeting. There is an opportunity to have a round table discussion at the end of each board meeting so members can discuss tourism-related happenings in their area/business. After each meeting, a copy of the minutes will be sent to our board members and our member municipalities' CAO. Should you have questions or require detailed explanations of any motions or information presented, please call the Executive Director for a detailed explanation. As many MPTA members travel considerable distances to attend board meetings, it is important to limit meetings to 1.5 hours.

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BYLAWS OF THE MIGHTY PEACE TOURIST ASSOCIATION

ARTICLE I - INTERPRETATION

Section 1. The name of this organization shall be: Mighty Peace Tourism

Section 2. Definitions in these bylaws, unless the context requires otherwise, shall be:

- **a.** Association shall mean The Mighty Peace Tourism.
- **b.** Bylaws shall mean the bylaws of the Association as hereinafter set out.
- **c.** Executive Committee shall mean the elected Executive Officers of the Association.
- **d.** Board of Directors shall mean the group of officers comprised of the Executive Committee, the Directors appointed by the member municipalities and the Directors elected by the general membership
- **e.** Officers shall mean the elected officials of the Association
- **f.** Annual General Meeting shall mean that period of time when the membership of the Association meets to deal with Annual Elections, Audited Financial Statements, Special Resolutions and Reports and shall be held not later than fourteen (14) months after the preceding Annual General Meeting.
- **g.** Executive Director shall mean the person employed by the Executive Committee to run the day-to-day affairs of the Association

ARTICLE II - MEMBERSHIP

Section 1. Any individual, professional, industry or business person; any Chamber of Commerce, Community Association or Society may become a member, without prejudice, by making an application for membership and paying the fee as set forth by the Board of Directors.

Section 2. Any incorporated City, Town, Village or Summer Village; Metis Settlement, Rural District, Municipal District, County or Indian Reserves First Nations may become affiliated with the Association by payment of a membership fee based on a per capita levy, based on the official population, as determined by the Board of Directors.

Section 3. Exchange of Memberships. The executive may from time to time elect to exchange memberships with other organizations to promote collaboration with organizations such as chambers of commerce or other DMOs

Section 4. Classifications. The membership of the Association may be divided into such classifications as may be determined by the Board from time to time.

Section 5. Member in Good Standing. A member in good standing shall be considered to be a member whose dues are paid, or whose dues are not in arrears for more than ninety (90) days and who is not under suspension of membership.

Section 6. Privileges. Any member in good standing shall be eligible to hold any office in the Association. Such members shall be entitled to nominate a person for elected office and shall be entitled to one vote at any General, Annual or Special Meeting of the Association.

Section 7. Resignation. Any member may resign from the Association at any time upon written notice to the Board of Directors or Executive Director, but such resignation shall not negate any financial obligations to the Association that the member may have. There shall be no refunds of any dues already paid.

Section 8. Suspension and Termination of Members

- **a.** Any member may be removed from membership as a result of failing to pay the required membership or annual dues within ninety (90) days from the date upon which such payment shall be due and payable. Such members shall cease to be a member thirty (30) days from the date of mailing of a reminder of the debt by the Executive Director unless the default is settled within the said thirty (30) days.
- **b.** Any member may be required to withdraw from membership upon proof, to the satisfaction of the Board of Directors, that such member has indulged in unethical practices or activities contrary to the Articles of the Association. Two-thirds majority vote by the board is required to affect an instruction to withdraw being issued.
- **c.** Any member may appeal any such decision in writing, thirty (30) days from the date of mailing of such written notice to withdraw.

ARTICLE III - FEES AND FISCAL YEAR-END

Section 1. Members of the Association shall pay an annual membership fee as determined by the Executive Committee subject to the approval of the Board of Directors.

Section 2. The Annual Fee so determined shall be paid by January 31st of each year. If a member joins after January 1st of the fiscal year, then the membership will be prorated accordingly.

Section 3. The Fiscal Year-End of the Association shall be a twelve (12) month period ending on December 31st of each calendar year.

Section 4. Event and Friends Of Tourism Membership payments can be accepted as approved by the Executive Director.

ARTICLE IV - OFFICERS AND DIRECTORS

Section 1. Board of Directors

a. Municipal Director
Each Municipal Council that is a duly paid member of the Association shall be entitled to appoint one person to sit as a Director of the Association. Municipalities with a population over 9000 may appoint one (1) additional person to sit as a Director of the Association.

b. Director at Large
There shall be six (6) Directors at Large to represent the Private Sector on the Board of Directors. Persons who represent Community Organizations, Private Business or Individuals who are duly paid members of the Association are entitled to run for election to the Board of Directors as a Director at Large. The Directors at Large shall be elected at the Annual General Meeting.

c. Special committees can be formed as required and approved by the Board of Directors.

Section 2. Executive Committee
The Executive Committee shall consist of President, Four Vice Presidents, Most Immediate and Available Past President. The Executive Committee may appoint a committee to deal with a specific issue as required.

Section 3. Executive Director
The Executive Committee may, by resolution of the Association, employ any Executive Director who shall be charged with the responsibility of conducting the day-to-day business affairs of the Association, and who shall report directly to the Executive Committee and through them to the Board of Directors.

Section 4. Ex Officio
The Executive Director is a member of the Executive Committee and all other committees without voting power.

Section 5. Vacancies
The Board of Directors may, by appointment, fill any vacancy arising on the Executive Committee for a term expiring on the date of the next Annual General Meeting of the Association. The Board of Directors may fill, by election or appointment, any vacancy arising within the Directors at Large for a term expiring on the date of the next Annual General Meeting of the Association.

ARTICLE V - TERMS AND DUTIES OF OFFICERS

Section 1. Term of Office

The Executive Committee and Directors at Large shall serve a two-year term from the date at which they are elected, or until their successors are duly appointed. The position of President, Second Vice President and Fourth Vice President shall be elected on even years. The positions of First Vice President and Third Vice President shall be elected on odd years.

Section 2. Election Procedures

Executive Committee

a. Election of the Executive Committee shall be conducted in the following order
   (i) President
   (ii) Vice Presidents

b. Any candidate not elected to any given position may run for the next lower position and continue to do so through all of the elected positions.

Directors at Large

a. Any member in good standing who is not a Director through appointment by a Municipal Council may stand for election to the Board of Directors as a Director at Large.

b. The Directors at Large shall serve a two-year term and shall be elected at the Annual General Meeting in the following manner: Three (3) Directors shall be elected in the even years, and three (3) Directors shall be elected in the odd years.

Section 3. Duties

a. President

The president shall exercise the responsibilities of a Presiding Officer at all meetings of the Association and shall exercise supervision over and give direction to the business affairs of the Association in the accomplishment of the mission, objective and policies of the Association.

b. 1st Vice President

This position shall perform the duties of a Presiding Officer in the absence of the President and shall perform other duties as required

c. 2nd Vice President

This position shall perform the duties of a Presiding Officer in the absence of the President and 1st Vice President and shall perform other duties as required.

d. 3rd Vice President

This position shall perform the duties of a Presiding Officer in the absence of the President, 1st Vice President and 2nd Vice President and shall perform other duties as required.

e. 4th Vice President

This position shall perform the duties of a Presiding Officer in the absence of the President, 1st Vice President, 2nd Vice President and 3rd Vice President and shall perform other duties as required.

f. Most Immediate and Available Past President

This position shall be a member of the Executive Committee and Board of Directors without election and shall act in an advisory capacity in all matters affecting the Association and shall chair the Nomination Committee. This position shall be entitled to one vote.

g. Executive Director

The Executive Director shall:

(i) Keep the minutes of Executive, General, Committee and Annual General Meetings of the Association and prepare summary reports to the Executive and Board as so directed by the Executive Committee.

(ii) Be responsible for the distribution of the minutes to all members as outlined in the policy manual.

(iii) Keep proper books and records of the affairs of the Association which books shall be open for inspection by any member during normal business hours at the head office of the Association. A bookkeeper will be hired by the Association, on the approval of the Executive Committee, to aid the Executive Director in managing the financial affairs of the Association.

(iv) Maintain such records as may be prescribed by the Auditors and/or Directors concerning the income and disbursements of the Association.

(v) Give proper notice of all meetings within the designated time period.

(vi) Maintain records of the payment of dues and assessments by the members and advise the Treasurer and/or Directors of any overdue accounts.

(vii) Have custody of the seal of the Association and place such seal on all documents executed on behalf of the Association after such execution has been duly authorized by resolution of the Directors and signed by the Executive Committee or other person provided for in such resolution.

(viii) Submit to the Executive Committee and Board of Directors activity reports describing progress of duties assigned and programs entered into.

(ix) Perform such other duties as may be prescribed from time to time by the Executive Committee and Board of Directors.

Section 4. Remuneration and Expenses

a. The Executive Committee shall receive no remuneration for the performance of their duties.
b. The Association may pay justifiable expenses incurred by the Executive Committee while attending Association, Executive, and/or Board of Directors meetings.

Section 5. Removal of Executive Officers
An Executive Committee member that misses three (3) consecutive meetings without just cause may, by resolution of the Board of Directors, be removed from office.

ARTICLE VI - MEETINGS

Section 1. Annual General Meeting
The Annual General Meeting of the Association shall be held no later than fourteen (14) months after the preceding Annual General Meeting at a place and time designated by the Board of Directors. At least twenty-one (21) clear days of written notice shall be given to all members in good standing.

Section 2. General Board Meetings
The board of Directors shall meet at least three (3) times each year in addition to the Annual General Meeting at a time and a place designated by the Board of Directors or by the President.

Section 3. Special or Emergency Meetings
Special or Emergency Meetings of the Association may be called by the President or may be requested in writing to the Executive Director by any eight (8) members of the Board. At least seven (7) days verbal or written notice shall be given.

Section 4. Executive Meetings
Executive Meetings of the Association shall be called at the discretion of the President or by any three (3) members of the Executive Committee. There shall be a minimum of three (3) meetings per year.

Section 5. Committee Meetings
Committee meetings shall be called at the discretion of the Chairperson. The President is an ex-officio member of each Committee.

Section 6. Notice of Meetings
a. Notice of the Annual General Meeting shall be emailed complete with a copy of the agenda, setting out matters to be discussed, as well as a copy of any Special Resolutions submitted, to each member of the Association at least twenty-one (21)

days in advance of the scheduled meeting date.

b. Notice of a General Meeting of the Association, complete with an agenda setting out the items to be discussed shall be sent to each member of the Association seven (7) days prior to the scheduled meeting date.

Section 7. Quorum

a. A quorum for the transaction of business at an Annual General Meeting, General Meeting or Special Meeting of the Association shall be deemed to be present with a minimum of 50% of board members in attendance.

b. A quorum shall be considered to be present at an Executive Meeting when three (3) or more members of the Executive are in attendance.

Section 8. Voting

All members and affiliated members represented in person shall be entitled to vote either by a show of hands or by secret ballot at any Annual or General meeting of the Association.

Section 9. Conduct of Meetings

The Fundamental Principles of the most current edition of Roberts Rules of Order shall govern the procedures of all Association meetings.

ARTICLE VII - BANKING AND BORROWING

Section 1. The Association shall maintain accounts in the name of the Association at a chartered bank or other depositories as the Board of Directors may determine.

Section 2. All cheques, contracts or other evidence of indebtedness issued in the name of the Association shall be signed by any two of the following: President, Vice Presidents, and/or Executive Director. By special resolution of the Executive Committee, a member of the Board of Directors may be designated to sign cheques should Executive Committee members not be readily accessible.

Section 3. All expenditures for projects, programs and activities of the Association that will, may or could exceed the approved budget must be first approved by the Executive Committee. A written explanatory summary must be presented at the next available general meeting.

Section 4. The Board of Directors may, by ordinary resolution, authorize and empower the Executive Committee to borrow, raise or secure the payment of money in such a manner as it shall see fit. Written documentation must be presented to the board of Directors.

ARTICLE VIII - STORAGE SPACE

Section 1. The books and records of the Association shall be kept at a secured location approved by the executive committee.

ARTICLE IX - AUDIT AND REVIEWS

Section 1. The books, accounts and records of the Association shall be audited at least once a year by a duly qualified accountant or by two members of the Association appointed for that purpose at the Annual General Meeting.

ARTICLE X - BYLAWS

Section 1. These Bylaws shall not be rescinded, altered or added to except by Special Resolution of the Association.

Section 2. The Executive Director shall give at least twenty-one (21) days notice by email to all members specifying the time and the place of the Annual General Meeting at which Special Resolutions will be proposed, specifying the intention to propose the resolution as a Special Resolution.

Section 3. A Special Resolution shall be passed by a majority of not less than three quarters (3/4) of such members in attendance and entitled to vote.

Section 4. The foregoing Bylaws shall come into effect as soon as they have been adopted at the meeting of the Association and have been approved by the Minister of the Bylaws of Municipal Affairs or Service Alberta, and their Association heretofore existing shall be repealed.

ARTICLE XI - INTERPRETATION OF BYLAWS

Section 1. All questions of interpretation of these Bylaws shall be decided by the Executive Committee whose decision shall be final.

Section 2. Whenever the plural, singular, masculine, feminine or neuter are used herein, the same shall be construed as meaning the singular, body politic or corporate and vice versa where the context so requires.

ARTICLE XII - BONDING

Section 1. The Executive Director and Executive Officers of the Association shall be bondable prior to being given signing authority.

ARTICLE XIII - DISSOLUTION

Section 1. In the event that the Association becomes defunct, any funding remaining in the name of the Association at its financial institution, all accounts and assets shall be distributed evenly among municipal members on a per capita basis.

Approved by –

President: Norm Duval Date: Sept 30/19

1st Vice President: Wendy Wald Date: Sept 30, 2019