

**RED RIVER NORTH TOURISM INC. (RRNT)
CONSTITUTION AND BYLAWS**

ARTICLE I – NAME AND OBJECTS:

Section 1

The name of this organization shall be Red River North Tourism Inc. hereinafter referred to as RRNT.

Section 2:

Red River North Tourism is incorporated as a non-profit Corporation without share capital in the Province of Manitoba.

Section 3:

Red River North Tourism is an incorporated not-for-profit, volunteer organization that develops, coordinates, and promotes activities that maximize tourism to the Red River North region on behalf of: the municipalities of St Andrews, St Clements, and Selkirk, local businesses, cultural, heritage, and other groups, and the community at large.

Section 4

RRNT Vision

"To become Manitoba's premier tourism destination"

RRNT Mission Statement

Red River North Tourism develops, promotes and co-ordinates activities that maximize regional tourism, by harnessing volunteer and stakeholder resources, and enhancing the assets of this unique region to provide welcoming tourism experiences and increased visitor numbers.

Section 5

Mandate

"RRNT shall act as a catalyst, encouraging visitation to the Region through strong partnerships and sound program strategies; and shall work to ensure financial efficiency;

"...the Red River North Region shall be promoted as an all-season centre of commerce, heritage, and recreation, integrated within a diverse community with unique physical features and attractions;

"...Red River North shall be promoted as welcoming all visitors; highlighting the recreational, historical and cultural, commercial, residential, and other attractive and significant features along the historic Red River."

ARTICLE II – MEMBERSHIP:

Section 1

Active Membership

Individuals, businesses, and/or organizations interested in the development of Tourism in the Region may be eligible for Membership in RRNT upon payment of applicable dues. Each Active Member in good standing shall be entitled to one vote on any question coming before the Membership. Membership is renewable annually at the first of the year.

Municipal Membership

Each municipality may appoint a Representative to serve as a Director on the Board. Municipal Members shall be entitled to one vote on any question coming before the Membership and may hold office should they so choose. Municipal Members are exempt from paying dues.

Honorary Membership

Honorary Membership may be conferred upon an individual, business or organization with knowledge or expertise deemed as extraordinary and beneficial to achieving the objectives of RRNT. Honorary Members shall have all the privileges of membership except the right to vote and hold office. They are exempt from the payment of dues.

Ex-Officio Membership

Ex-Officio Membership may consist of other representatives of governments and/or their agencies, acting as advisors and providing liaison with those bodies as appropriate. Ex-Officio Members have all the privileges of membership except the right to vote and hold office. They are exempt from the payment of dues.

Section 2

No member shall represent or speak on behalf of the Board or RRNT without specific authority of the Board.

Section 3

Members may be dropped from membership in RRNT if delinquent in dues for a period of ninety days. A minimum of 10-day *Notice of Delinquency* shall be conveyed to the member in writing indicating final notice of arrears.

Section 4

A Member may be expelled from RRNT "for cause" by resolution passed by a two-thirds majority vote of the Board. Such Members shall be notified, in writing, of the Board's intention, and shall be granted a hearing prior to the action being taken.

Section 5

A Director of the Board may withdraw their membership or retire from RRNT upon tendering notice 30 days in advance. Any and all liabilities standing upon the books of RRNT at time of notice must be fully discharged.

Section 6

RRNT shall develop private and public partnerships in support of the stated Vision and Mandate. The development of community partnerships shall be part of any long-term strategy for the advancement, growth and sustainability of RRNT.

Section 7

The Board may exercise discretion in all matters of membership with a two-thirds vote of approval at a duly constituted meeting.

ARTICLE III – DUES:**Section 1**

It shall be the duty of the Board to apportion and assess equitably, the annual dues to be paid by members.

Section 2

Membership dues for all members shall be due and payable on the first day of each year.

Section 3

Membership dues for new members shall become due and payable on the date of application.

Section 4

It is the duty of the Board to ensure that written notices of dues payable are sent out 30 days prior to fiscal year end.

ARTICLE IV – BOARD OF DIRECTORS:**Section 1**

The government of the RRNT, the direction of its work and the control of its property shall be vested in a Board of Directors. The Board, ideally, will be composed of: one director appointed by each member municipality; eight directors elected from the non-municipal members at the Annual General Meeting. The board shall have a minimum of six members.

Section 2

Should a vacancy on the Board arise during the year, the Board may appoint a Director to temporarily fill that vacancy. The replacement Director must be an Active Member in good standing, and may hold the position only until the elections of Officers at the subsequent Annual General Meeting of RRNT.

Section 3

The Board shall frame such rules and regulations and amendments to these by-laws as it appears best adopted to promote the welfare of the RRNT and shall submit them for adoption at a general meeting of RRNT.

Section 4

The Board shall submit in writing at the annual meeting a full report of the work and finances of RRNT and the annual budget for the next fiscal year.

Section 5

If any Director of the Board shall fail to attend three successive regular meetings of the Board without permission of the President, the President shall, in writing call such failure to the Director's attention and if a reason satisfactory to the Board be not received within 30 days, such Director shall automatically cease to be a member of the Board, and the vacancy created shall be filled in the manner provided in Section 2 of this article.

Section 6

Directors shall act honestly and in good faith, in the best interests of RRNT; shall not disclose confidential information regarding the affairs of RRNT, its members or employees, if any.

Section 7

RRNT must indemnify Directors and Officers, former Directors and Officers and persons who undertake or have undertaken any liability on behalf of RRNT, their heirs and legal representatives, against any and all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in any proceedings to which they are made a party by reason of being or having been Directors or Officers of RRNT, if they acted as stated in Section 6, above, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Section 8

Any Director shall be deemed to have consented to any resolution passed or action taken at a meeting of the Board, Executive, Standing, Ad Hoc, or other Committee of the Board unless their dissent has been duly recorded in the minutes of that meeting.

ARTICLE V – EXECUTIVE OFFICERS OF THE RRNT:**Section 1**

The Executive Officers of RRNT shall be: President, 1st and 2nd Vice Presidents, Treasurer, Secretary, and Past President.

Section 2

The President shall preside at all meetings of RRNT and the Board. He/she shall perform all duties incidental to the office, and advise such action as may be deemed by him/her likely to increase the usefulness of RRNT.

Section 3

1st Vice President shall act in the absence of the President. 2nd Vice-President shall act in the absence of the 1st Vice-President.

Section 4

Treasurer shall Chair the Finance Committee. He/she shall have charge of all funds of RRNT and shall deposit, or cause to be deposited, the same in a chartered bank or credit union, selected by the Board and shall ensure the keeping of a regular account of income and expenditures of RRNT and the submission of a reviewed financial statement by another person, as determined by the Board for presentation to the annual meeting.

Monthly statements shall be prepared and presented to the Board at the next regular meeting, or these duties may be assigned to managing staff if any.

Section 5

Secretary shall be an officer of RRNT and shall be responsible to the Board for the general conduct and management of RRNT business and affairs. It shall be the responsibility of the Secretary to conduct the official correspondence, preserve the books, documents and communications, and maintain an accurate record of the proceedings of RRNT, Board and all Committees or these duties may be assigned to staff if any. He/ she shall, along with the President, subject to the approval of the Board, appoint and dismiss, fix the remuneration of, and have general supervision over any office employees of RRNT.

Section 6

Signing Officers shall be four of the following offices: President, 1st Vice President, 2nd Vice President, Treasurer, Secretary, or managing staff if any. Two signatures are required.

ARTICLE VI – ELECTIONS AND TERMS OF OFFICE:**Section 1**

At a regular meeting of the Board, no later than two months prior to year-end, the Board shall appoint a committee of three members as the Nominations Committee. This Committee shall nominate for election at an Annual General Meeting a slate of candidates to fill vacancies on the Board. Additional nominations may be received from the floor at an Annual General Meeting. Nominations from the floor shall be put forward by two members in good standing present at the meeting. Nominees must be present and have opportunity to accept or decline such a nomination.

Section 2

A Term of Office is two years.

In the first, founding year of RRNT the President, Vice President, and two Directors at Large shall be elected to two-year terms. The Treasurer, the Secretary, and two Directors at Large shall be elected to one-year terms. Thereafter, all Directors shall be elected to two-year terms.

Section 3

Where practicable, it is recommended that Directors serve no more than two consecutive terms.

Section 4

Past Presidents shall serve until the sitting President is replaced.

Section 5

Should a vacancy on the Board arise during the year, the Board may appoint a Director to temporarily fill that vacancy. The replacement Director must be an Active Member in good standing, and may hold the position only until the elections of Officers at the subsequent Annual General Meeting of RRNT.

ARTICLE VII – COMMITTEES:**Section 1**

There shall be an Executive Committee of the Board, which shall consist of the President, 1st and 2nd Vice Presidents, Treasurer, Secretary, and Past President. The Executive Committee shall exercise all the powers of the Board. All actions of that Committee shall be reported at each meeting of the Board.

Section 2

The Board shall establish Standing and Ad Hoc Committees as it deems necessary and shall define their size, powers, and duties. Standing and Ad Hoc Committees shall be Chaired by Directors of the Board. Standing Committees may be active for the life of the organization. Ad Hoc committees shall be active only for a specified period of time and/or activity.

Section 3

Active participation on any Standing or Ad Hoc Committee shall be open to all interested parties, provided they are members of RRNT. Unless acting solely in an advisory capacity, non-members of RRNT shall be required to become RRNT members and be responsible for the payment of annual dues.

Section 4

The Board may suspend, restructure, or dissolve any Standing or Ad Hoc Committee as it deems appropriate.

Section 5

A member of the Executive may serve as an ex-officio member of any Standing or Ad Hoc Committee.

Section 6

All actions to be taken by Standing and Ad Hoc Committees shall be approved by the Executive or Board in advance. Committee Chairs shall be required to report Committee activities at all regular meetings of the Board or as otherwise stipulated.

ARTICLE VIII - MEETINGS:**Section 1**

The Board shall hold meetings a minimum of 4 times per year. The Executive shall meet as required.

Section 2

Additional meetings of the Board may be convened at any time, at the call of the President or designated Chair. The President shall convene a meeting of the Board if requested in writing by three or more Directors, clearly stating the timing and purpose of the meeting.

Section 3

The Annual General Meeting of RRNT shall be held within 90 days of end of the fiscal year with six week *Notice of Meeting* provided to the membership. The most current audited financial statements approved by the Board shall be made available to Members upon request.

Section 4

Meetings of the full membership of RRNT may be called at the discretion of the President.

Section 5

Quorum at any meeting of the Board of shall be 50% of the board plus one. Quorum at any meeting of the Executive shall be four members.

Section 6

25% of the voting membership, including four members of the Executive, shall constitute a quorum of any General Meeting of RRNT.

Section 7

No one but a member shall address the Board or RRNT except by the invitation of the Chairperson.

Section 8

The meetings of the Board of Directors shall be open to all members of RRNT. Members may attend but may not take part in any of the proceedings unless otherwise agreed to by the Board.

Section 9

It is the prerogative of the Board to hold meetings or portions of meetings In Camera as deemed necessary.

Section 10

Minutes must be taken at any Board, Executive, Standing or Ad Hoc meeting of four or more members. All minutes shall be subject to approval at the next meeting of the Board.

Section 11

If deemed appropriate by the President a Motion may be communicated to the Board or Executive for submission of electronic votes.

Section 12

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IX – AUDITING:

The Board shall recommend an auditor or qualified financial reviewer for approval at the AGM. It shall be the duty of the professional accountant to examine the books and accounts of the Treasurer and report his/her findings to RRNT in writing or at the AGM.

ARTICLE X – BY-LAWS:

These by-laws may be amended by two-thirds vote of those present at a duly constituted meeting of the Membership. Notice of proposed changes shall be brought before the Board at a regular meeting prior to the meeting of the Membership. Proposed changes to the By-Laws shall be communicated to all members of RRNT in writing thirty days prior to such meeting.

ARTICLE XI – RESOLUTIONS:

All resolutions from the General Membership must be presented to the Secretary in writing and brought before a meeting of the Board in session, before being presented at any meeting of the RRNT.

ARTICLE XII – SEAL:

The RRNT may have a seal of such design as the Board in session may adopt.

ARTICLE XIII – AFFILIATION:

The Board shall have power to affiliate RRNT with any other organization or Association.

ARTICLE XIV – FISCAL YEAR:

The fiscal year end of RRNT shall be on the 31st day of December of each year.

ARTICLE XV – DISSOLUTION:

Members of RRNT do not have and cannot have any personal interest in RRNT property. If RRNT is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to organizations whose purposes are most similar to those of RRNT at the time. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

SIGNED AT Selkirk, Manitoba ON THE 9th DAY OF March, 2022

BY RRNT OFFICERS AS EVIDENCE THAT THIS DOCUMENT CORRECTLY SETS OUT THE PROVISIONS OF THE BY-LAWS.

President: L. Wales

1st Vice President: B. Jones

2nd Vice-President: R. Turner

Treasurer: M. Mollard

Secretary: M. Williams