

# RED RIVER NORTH TOURISM (RRNT) CONSTITUTION AND BY-LAWS

## ARTICLE I – NAME AND OBJECTS:

### Section 1

The name of this organization shall be Red River North Tourism (RRNT) hereinafter referred to as the Association.

### Section 2

#### 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 3

#### Mandate

*“The Association 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 the Association upon acceptance by a duly constituted meeting of the Board and 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 the Association. 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**

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

### **Section 3**

A Member may be expelled from the Association "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 4**

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

### **Section 5**

RRNT shall develop corporate partnerships in support of the stated Vision and Mandate. The development of this type of community partnership will be a major long-term strategy for the advancement, growth and sustainability of a successful RRNT Association.

### **Section 6**

Individuals, businesses, and organizations engaged or interested in the development of Tourism in the Region may be eligible for membership in the Association upon acceptance by a duly constituted meeting of the Board; and payment of applicable dues.

### **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 become 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 the board accepts application for membership.

**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 Association, 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 and a minimum of six directors elected from the non-municipal members at the Annual General Meeting.

**Section 2**

Should a vacancy on the Board arise during the year, the Board may appoint a Director as needed. This Director may hold the position only until the election of Directors at the subsequent Annual General Meeting of the Association.

**Section 3**

The Board shall frame such rules and regulations and amendments to these By-laws as it appears best to promote the welfare of the Association and shall submit them for adoption at a General Meeting of the Association.

**Section 4**

The Board shall submit in writing at an Annual Meeting a full report of the work and finances of the Association 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 the Association; shall not disclose confidential information regarding the affairs of the Association; its members; or employees, if any.

**Section 7**

The Association must indemnify: Directors and Officers, former Directors and Officers, and persons who undertake or have undertaken any liability on behalf of the Association, 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 the Association, 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 ASSOCIATION:**

#### **Section 1**

The Executive Officers of the Association shall be President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Treasurer, Secretary, and Past President.

#### **Section 2**

The President shall preside at all meetings of the Association and 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 the Association.

#### **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 the Association 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 the Association, 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 the Association and shall be responsible to the Board for the general conduct and management of Association 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 the Association, 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 the Association.

#### **Section 6**

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

## **ARTICLE VI – ELECTIONS AND TERMS OF OFFICE:**

### **Section 1**

At the regular meeting of the Board, no later than 2 months prior to year end, the President and Board shall appoint a Committee of not less than three members, to be known as the Nomination Committee. The duties of the Committee shall be to nominate a slate of Directors for the Board from the full (non-municipal) membership. Additional nominations will be received from the floor of the Annual General Meeting.

### **Section 2**

In the first, founding year of the Association, a Director's term of office shall be for two years from the date of appointment until the second annual meeting or until a successor is elected or appointed.

### **Section 3**

Directors may serve no more than two consecutive terms in the same position.

### **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 the Association.

## **ARTICLE VII – COMMITTEES:**

### **Section 1**

There shall be an Executive Committee of the Board, which shall consist of the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Treasurer, Secretary, and immediate Past President. The Executive Committee shall exercise all the powers of the Board, provided that the action of the Executive Committee shall be reported to the Board.

### **Section 2**

The Board shall establish Standing Committees of the Board and shall define their powers and duties. Directors of the Board shall chair standing Committees but Committee Members may come from within the full membership. Standing Committees shall be:

- Heritage and Culture
- Marketing
- Membership
- Product and Service Development

Other Standing Committees may be formed as deemed required.

The Board may establish Ad Hoc Committees as needed.

### **Section 3**

Reports of Standing and Ad Hoc Committees shall be presented at regular Meetings of the Board. Board approval to proceed is required.

**Section 4**

No Member shall represent or speak on behalf of the Board or Association as a whole, without specific authority of the Board.

**Section 5**

A member of the Executive may serve as an ex-officio member of any Standing Committees.

**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 the Association shall be held within 90 days of end of the fiscal year with six weeks Notice of Meeting provided to the Membership. The most current financial statements approved by the Board shall be made available to Members upon request.

**Section 4**

Meetings of the full Membership of Association may be called at the discretion of the President.

**Section 5**

Quorum at any meeting of the Board of shall be fifty percent (50%) of the Board plus one (1).  
Quorum at any meeting of the Executive shall be four members.

**Section 6**

Twenty-five percent (25%) of the voting Membership, including four Members of the Executive, shall constitute a quorum of any General Meeting of the Association.

**Section 7**

No one but a Member shall address the Board or Association except by the invitation of the President or designate.

**Section 8**

The meetings of the Board of Directors shall be open to all Members of the Association. 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 regular 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 this professional accountant to examine the books and accounts of the Treasurer and report his/her findings to the Association 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 the Association in writing not less than 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 Association.

**ARTICLE XII – SEAL:**

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

**ARTICLE XIII – AFFILIATION:**

The Board shall have power to affiliate the Association with any other Organization or Association.

**ARTICLE XIV – FISCAL YEAR:**

The fiscal year end of the Association shall be on the 31<sup>st</sup> day of December of each year.

**ARTICLE XV – DISOLUTION:**

Members of the Association do not have and cannot have any personal interest in the Association’s property. If the Association 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 the Association at the time. The substance of this rule may not be changed by any later Amendment, nor may this rule be repealed.

SIGNED AT \_\_\_\_\_ ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 2016 BY THE RRNT OFFICERS AS EVIDENCE THAT THIS DOCUMENT CORRECTLY SETS OUT THE PROVISIONS OF THE BY-LAWS.

\_\_\_\_\_  
President

\_\_\_\_\_  
1st Vice-President

\_\_\_\_\_  
2nd Vice-President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary