



KATHLEEN ASSAF

BYLAWS OF

Tofino Destination Management Association
(the "Society")

1.0 INTERPRETATION & AFFILIATION

- 1.1 In these Bylaws, unless the context otherwise requires,
- (a) "Directors" means the Directors of the Society for the time being;
 - (b) "Societies Act" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "Bylaws" means these Bylaws as altered from time to time.
- 1.2 The definitions in the Societies Act 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 If there is a conflict between these Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

2.0 MEMBERSHIP

- 2.1 A business, corporation or association that is admitted into the Tofino-Long Beach Chamber of Commerce in a tourism-oriented membership category and/or the Tofino Business Association operating a tourism-oriented business will be admitted into and hold membership in the Society upon approval by TDMA. The Directors of the Society may, in their sole discretion, refuse the admittance of a prospective member into the Society.
- 2.2 All members of the Society are required to have a Tofino-Long Beach Chamber of Commerce membership in a tourism-oriented membership category or be a member of the Tofino Business Association and operating a tourism-oriented business.
- 2.2 The Society shall have the following categories of membership:
- (a) Voting Members ("Voting Members");
 - (b) Non-voting Members ("Non-Voting Members").
- 2.3 Voting Members shall be those businesses, corporations or associations situated within the Clayoquot Sound Boundary, as determined by the Province of British Columbia. Voting Members shall be entitled to one vote and have full rights of membership in the Society.
- 2.4 Non-Voting Members shall be 'Affiliate' members of the Tofino-Long Beach Chamber of Commerce and those businesses, corporations or associations situated outside of the Clayoquot Sound Boundary, as determined by the Province of British Columbia. Non-Voting Members shall not be entitled to a vote and shall be entitled to limited privileges, as the Society prescribes from time to time.

2.5 A business, corporation or association that is admitted as a member of the Society, must authorize an individual to be the business, corporation or association's representative to act on that business, corporation or association's behalf (the "Authorized Individual"). The Authorized Individual may vote on behalf of the business, corporation or association, and in all other respects exercise the rights of that member.

2.6 Every member shall uphold the constitution and comply with these Bylaws.

2.7 The Society may, at the Directors discretion, require members to contribute annual membership dues each year to remain a member in good standing.

2.8 A member's membership in the Society terminates when

- (a) the member delivers its resignation in writing or by email to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on dissolution, or
- (c) on being expelled, or
- (d) on having been a member not in good standing for three (3) consecutive months.

2.9 The Directors may, in their sole discretion, expel a member from the Society.

2.10 The notice of a resolution for expulsion by the Directors shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion to the member who is the subject of the proposed resolution.

2.11 The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard before the Directors determine whether to expel the member or not.

2.12 All members are in good standing except a member who has failed to pay its current annual membership fee or any other subscription or debt due and owing to the Society, the Tofino-Long Beach Chamber of Commerce or the Tofino Business Association, and a member is not in good standing so long as the debt(s) remains unpaid.

3.0 MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, as the Directors decide.

3.2 Written notice of a general meeting specifying the date, time, location, and the general nature of any special business to be transacted at the general meeting, must be sent to each member at least 14 days prior to the general meeting.

3.3 The accidental omission to give notice of a meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.

3.4 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held once in every calendar year and prior to March 31st of each calendar year.

4.0 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is all business other than:

- (a) the adoption of rules of order;
- (b) the consideration of rules of order;
- (c) consideration of the reports, if any, of the Directors or auditors;
- (d) the announcement of the results of the election of Directors;
- (e) the appointment of the auditor, if any, and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution

4.2 No business, other than the election of a chairperson who shall chair the general meeting, and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum of Voting Members is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum of Voting Members present or until the meeting is adjourned or terminated.

4.4 A quorum is 25 Voting Members in good standing.

4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum of Voting Members is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum of Voting Members is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Subject to Subsection 4.7, the Chairperson of the Society or failing him one of the other Directors present shall preside as chairperson of a general meeting.

4.7 If at a general meeting:

- (a) there is no Chairperson or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) the Chairperson and all the other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.10 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

4.11 Voting is by show of hands.

4.12 Voting by proxy is not permitted.

4.13 Members may only participate in and vote at a general meeting in person. The participation in a meeting by telephone or other communications medium is not permitted.

5.0 DIRECTORS AND OFFICERS

5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

5.2 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The officers of the Society shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer together with such other offices, if any, as the Board of Directors, in its discretion may create. The officers shall be elected by the Directors from among themselves at the first meeting of the Directors immediately following an annual general meeting. All officers must be Directors. Officers will hold office for a term of up to one (1) year. A person may be removed as an officer by resolution of the Directors. No Director shall serve more than two (2) consecutive years in the same officer role.

5.4 The Society shall be governed by a Board of Directors consisting of up to a maximum of thirteen (13) Directors of which a maximum of eleven (11) shall be elected by the Voting Members as hereinafter provided (the "Elected Directors") and a maximum of two (2) shall be appointed by the Directors as hereinafter provided. The number of Directors may be amended from time to time at a general meeting.

5.5 The three (3) Appointed Directors shall be comprised of:

- (a) a District of Tofino Councillor (who shall be designated by the District of Tofino) who shall be entitled to one vote on the Board of Directors; and
- (b) the Past Chairperson who shall be entitled to one vote on the Board of Directors; and
- (c) a representative from Tla-o-qui-aht First Nation (who shall be designated by Tla-o-qui-aht First Nation) who shall be entitled to one vote on the Board of Directors.

The Appointed Directors shall commence their term after an annual general meeting in which they are appointed.

5.6 The term of office for Elected Directors and Appointed Directors shall be determined by the Directors. For clarity, the terms for Elected Directors and Appointed Directors may be staggered, provided that no Elected Director or Appointed Director shall have a term exceeding two (2) years.

5.7 In addition to the Elected and Appointed Directors, a non-voting board position will be held by a representative of Pacific Rim National Park Reserve (who shall be designated by Parks Canada).

5.8 The Directors shall be elected in advance of each annual general meeting, from those nominated in accordance with 5.16, having regard to the following criteria:

- (a) At least 4 Directors, at any one time, shall be elected from the nominations made by members that are Fixed Roof Accommodation Providers;
- (b) At least 4 Directors, at any one time, shall be elected from the nominations made by members that are not Fixed Roof Accommodation Providers; and
- (c) At least 2 additional Directors, at any one time, shall be elected from the nominations made by members with no specific criteria in regard to Fixed Roof Accommodation Provider or non-Fixed Roof Accommodation Provider designation.

The Directors shall announce the resulting Elected Directors at each annual general meeting.

5.9 Retiring Elected Directors shall be eligible for re-election provided that no Elected Director shall serve as an Elected Director for more than three (3) consecutive terms or six (6) consecutive years (the "Maximum Term"). For the purposes of calculating the Maximum Term, partial terms created as a result of a Director filling a vacancy in a Director position shall not be included. Notwithstanding the foregoing, an Elected Director who serves as Vice-Chair in the third consecutive term of being an Elected Director shall be eligible for re-election for one (1) further two (2) year term and after serving the additional two (2) year term shall not be eligible for re-election.

5.10 The Directors may at any time and from time to time appoint a member, as a Director to fill a vacancy in the Directors.

5.11 A Director so appointed pursuant to Section 5.9 holds office only until the conclusion of the next following annual general meeting of the Society but is eligible for re-election.

5.12 The Elected Directors and Appointed Directors must retire from office at the annual general meeting coinciding with the expiration of their term.

5.13 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.14 No Director shall be reimbursed for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

5.15 At least sixty (60) days before the annual general meeting the Directors shall form a Nominations Committee comprised of at least three (3) Directors (the "Nominations Committee").

5.16 The Nominations Committee shall issue an open call for nominations for the Directors from Voting Members and, based on the nominations the Nominations Committee receives, shall, at the Nominations Committee's discretion, develop a list of nominees for each available position and obtain the written consent and biographical information of each such nominee. The Nominations Committee shall provide a list of nominees and an electronic ballot for the voting of Directors to all Voting Members

thirty (30) days before the annual general meeting. The Nominations Committee shall tally the votes for Directors and announce the results at the annual general meeting.

5.17 The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person now or hereafter serving as a Director or officer of the Society and his or her heirs and legal representatives. Subject to the provisions of the Societies Act, each Director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he may be made a party by reason of his or her being or having been an officer or Director of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or Director.

5.18 Every Director shall:

- (a) act honestly and in good faith in the best interests of the Society, without regard for any specific person, endeavour, or industry, including the industry to which such Director belongs or represents;
- (b) exercise care, diligence and skill of a reasonably prudent person;
- (c) not communicate confidential information to anyone not entitled to receive the same;
- (d) not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Society generally, to further or seek to further the director or officer's private pecuniary or other interest;
- (e) not use the position as Director to secure special privileges, favours, or exemptions for himself or herself personally or any other person;
- (f) not be placed in a situation where the Director may be under obligation to someone who has business dealings with the Society and who would benefit from a special consideration or treatment;
- (g) not use the position as Director to influence a decision to be made by another person to further the Director's pecuniary interest or other interest;
- (h) avoid any situations that could cause any person to believe that the Director may have brought bias or partiality to a question before the Society or the Directors.

5.19 For the purposes of these bylaws, "pecuniary interest" shall mean an interest consisting of money, measure in money or related to money (including a financial gain or an avoidance of a financial loss) and shall include the following:

- (a) "direct pecuniary interest", which shall be considered to exist where the pecuniary interest is directly under the control of the Director;
- (b) an "indirect pecuniary interest", which shall be considered to exist where the Director:

- (i) is a shareholder in, or a director or senior officer of, a corporation or agency that has a pecuniary interest in the matter;
 - (ii) is a member of a body that has a pecuniary interest in the matter;
 - (iii) is a partner or agent of a person who has a pecuniary interest in the matter; or
 - (iv) is in the employment of a person or body that has a pecuniary interest in the matter;
- (c) a "deemed pecuniary interest", which shall be considered to exist where the pecuniary interest of
- (i) The Director's close relatives;
 - (ii) Other boards on which the Director serves;
 - (iii) Community organization in which the Director participates; or
 - (iv) The Director's employer;
- is known to the Director.

6.0 EXECUTIVE DIRECTOR AND STAFF

6.1 The Directors shall hire, from time to time as it deems necessary, a salaried executive director who will be called the Executive Director. The Executive Director shall deal with all day to day operations and management, employment issues, including hiring, salary, employment reviews, and termination, taking into consideration the recommendations of the Directors or any relevant committee. The Executive Director shall attend all Directors meetings unless otherwise directed by the Directors.

7.0 PROCEEDINGS OF DIRECTORS

7.1 The Directors may meet at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.2 The quorum for Directors to transact business at a meeting of Directors shall be a majority of the Directors then in office.

7.3 The Chairperson shall be chairperson of all meetings of the Directors, provided that the Chairperson may delegate a replacement chairperson in advance of a meeting from amongst the Directors if the Chairperson will not be present.

7.4 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

7.5 The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit. Accordingly, the Directors may, from time to time establish committees as they see fit.

7.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

7.7 A committee shall consist of at least one Director and such additional members, as the Directors appoint in its discretion, provided that a majority of the members of such a committee shall be Voting Members

7.8 The Directors may, in their sole discretion, remove any member from a committee.

7.9 All committees so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors from time to time and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done. Minutes of each and every committee meeting must be taken, and copies provided to the Directors prior to the next scheduled Directors meeting.

7.10 A committee shall assign or elect a chairperson of its meetings pursuant to the society's Committee Terms of Reference; but if no chairperson is elected, or if at a meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

7.11 The members of a committee may meet and adjourn as they think proper.

7.12 In case of an equality of votes the Chairperson does not have a second or casting vote.

7.13 A resolution in writing, signed by all the Directors or authorized by all the Directors by email and placed with the minutes of the Directors is valid and effected as if regularly passed at a meeting of the Directors.

7.14 In the event of a vote by the Directors relating to the approval of an annual marketing plan or budget, the following majorities must be obtained for the vote to succeed:

- (a) a simple majority of the Directors who represent MRDT collection accommodation properties who are present; and
- (b) a simple majority of Directors present at the meeting.

This voting process shall be required for any vote by the Directors if an Elected Director requests that this method of voting be used prior to the voting taking place.

8.0 DUTIES OF OFFICERS

8.1 The Chairperson shall preside at all meetings of the Society and of the Directors.

8.2 The Chairperson shall supervise the other officers in the execution of their duties.

8.3 The Vice-Chairperson must carry out the duties of the Chairperson during the Chairperson's absence.

8.4 The Secretary shall:

- (a) conduct the correspondence of the Society,

- (b) issue notices of meetings of the Society and Directors,
- (c) keep minutes of all meetings of the Society and Directors,
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- (e) have custody of the common seal of the Society, if any, and
- (f) maintain the register of members.

8.5 The Treasurer shall:

- (a) keep such financial records, including books of account, necessary to comply with the Societies Act, and
- (b) render financial statements to the Directors, members and others when required.

8.6 The office of Secretary and Treasurer may be held by one person who is to be known as Secretary-Treasurer.

8.7 The Secretary and Treasurer may, if agreed upon by all Directors, delegate their duties to the Executive Director.

8.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

9.0 SEAL

9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chairperson and Secretary or Chairperson and Secretary-Treasurer.

10.0 BORROWING

10.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

10.2 The Voting Members may by special resolution to restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

11. AUDITOR

11.1 This Section applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected, or his successor is elected at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be promptly informed in writing of appointment or removal.

11.6 No Director and no employee of the Society shall be auditor.

11.7 The auditor may attend general meetings.

12.0 NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally, by mail, or by fax, email or other electronic means at the address recorded for such member in the records of the Society.

12.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

12.3 A notice sent by fax, email or other electronic means shall be deemed to have been given on the day on which the notice was sent, and in proving that notice was given it is sufficient to demonstrate that the notice was properly addressed and that it was sent by the Society.

12.4 Written notice of a general meeting shall be given to:

- (a) every person shown on the register of members on the day notice is given;
- (b) the Directors; and
- (c) the auditor, if Section 11.0 applies.

12.5 No other person is entitled to receive a notice of general meeting.

12.6 "Written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, electronic mail, and fax.

13.0 NOT-FOR-PROFIT

13.1 The purposes of the Society shall be carried out without pecuniary gain to its members and no dividends shall be declared or paid; any profits or accretions to the Society shall be used in the promotion of the purposes of the Society.

14.0 DISTRIBUTION OF PROPERTY

14.1 On the winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be paid, transferred or delivered pro rata to a qualified recipient as determined by the Societies Act.

15.0 BYLAWS

15.1 On being admitted to membership, each member is entitled to and the Society shall provide, without charge, a copy of the Constitution and Bylaws of the Society.

15.2 Subject to applicable privacy laws a member may inspect the financial statements and members' minutes on reasonable notice. A member cannot inspect other documents of the Society unless:

- (a) a court orders otherwise;
- (b) the Societies Act or these Bylaws allow it; or
- (c) the Directors permit it, by resolution.

15.3 Documents of the Society, including its accounting records, must be open to the inspection of a Director, subject only to laws requiring otherwise.