

Grande Prairie Regional Tourism Association BYLAWS

Article 1 – Preamble

1.1 The Society

The name of the society is the Grande Prairie Regional Tourism Association which may be referred to as GPRTA or the Society.

1.2 The Bylaws

The following articles set forth the Bylaws of the Grande Prairie Regional Tourism Association.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have meanings.

- 2.1.1 Annual General Meeting means the annual general meeting described in Article 4.1 and may be referred to as the AGM.
- 2.1.2 Bylaws means the bylaws of this Society, and as may be amended from time to time as provided for herein.
- 2.1.3 Board means the Board of Directors of this Society.
- 2.1.4 Director means any person appointed or elected to the Board.
- 2.1.5 General Meeting can mean the Annual General Meeting.
- 2.1.6 Member means the member of the GPRTA in good standing as referenced.
- 2.1.7 ~~Officer means President, Vice-President, Secretary, Treasurer as elected or appointed to the Board.~~ Officer means President, Vice-President, **Secretary-Treasurer, Past President** as elected or appointed to the Board.
- 2.1.8 Registered Office means the registered office for the Society.
- 2.1.9 Register of Members means the register maintained by the Board of Directors containing the name of the members of the Society.
- 2.1.10 Special Meeting means the special general meeting described in Article 4.2
- 2.1.11 Special Resolution means a special resolution passed as described in Article 4.2
- 2.1.12 Voting Member means a Member in good standing entitled to vote at meetings of the Society.
- 2.1.13 Use of the term 'he' refers to a person no matter which sex for ease of reading.
- 2.1.14 **Community refers to all regional members in good standing.**
- 2.1.15 **Financials refer to accounts of revenues and expenditures.**

Article 3 – Membership

3.1 Classification of Members

There are ~~three~~ **Four** categories of members:

- a. Municipal
- b. Business
- c. Non-Profit

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d. Supporter

- 3.1.1 Municipal Members are members that appoint one (1) representative and pay an annual per capita fee.
- 3.1.2 Business Members are businesses or individual members with one (1) representative that pay an annual membership fee.
- 3.1.3 Non-Profit members are not for profit groups with one (1) representative that pay an annual fee or provide an agreed service in lieu of payment.
- 3.1.4 Supporters are individuals who wish to support the GPRTA in their private capacity and as such, do not have voting privileges. They may be called on to assist the GPRTA as ambassadors and/or volunteers from time to time, or to assist in any other capacity they are able.

3.2 Membership Fees

The annual membership fee shall be determined from time to time by the Board.

3.2.1 Membership Year

The membership year is from January 1st to December 31st.

3.2.2 Setting Membership Fees

The Board decides the annual membership fee for its members.

3.2.3 Payment Date for Fees

The annual membership fee must be paid within 60 days of invoicing.

3.3 Rights & Privileges of Members

3.3.1 Any member in good standing is entitled to:

- a. Receive notice of meetings of the Society;
- b. Attend any meeting of the Society;
- c. Speak at any meeting of the Society;
- d. Exercise all other rights and privileges given to Members in these bylaws.

3.3.2 Voting members

The only Members who can vote at meetings of the Society are Municipal, Business or Non-Profit Members in good standing.

3.3.3 Number of Votes

Any voting Member is entitled to one (1) vote at a meeting of the Society.

3.3.4 Member in Good Standing

A member is in good standing when;

- a. The Member has paid membership fees or other required fees to the Society and;
- b. The Member is not suspended as a Member as provided for under Article 3.4

3.4 Suspension of Membership

3.4.1 Decision to Suspend

The Board, at a meeting called for that purpose, may suspend a Member's membership for one or more for the following reasons:

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has failed to observe any regulation or policy adopted by the society;

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- c. If the Member has disrupted meetings or functions of the Society:
or
- d. If the Member has done or failed to do anything judged to be harmful to the Society.

3.4.2 *Notice to the Member*

- 3.4.2.1 The affected Member will receive written notice of the board's intention to deal with whether that member should be suspended or not. The Member will receive at least ten (10) days' notice before the Suspension Meeting.
- 3.4.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society.
- 3.4.2.3 The notice may also be delivered by an Officer of the Board.
- 3.4.2.4 The notice will state the reasons why suspension is being considered.

3.4.3 *Decision of the Board*

- 3.4.3.1 The Member will have the right to appear before the Board to address the matter as stated in the notice.
- 3.4.3.2 The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.
- 3.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.4.4 *Right to an Appeal*

The Member has a right within 10 days to appeal a decision of the Board to an appeal board which will consist of three (3) Members in good standing that are not Directors. These Members are chosen as follows:

- a. One chosen by the Board:
- b. One chosen by the appellant:
- c. One agreed upon by the Board and the appellant.

3.5 Termination of Membership

3.5.1 *Resignation*

- 3.5.1.1 Any Member may resign from the Society by sending or delivering a written notice to the President or Secretary of the Society, effective immediately.
- 3.5.1.2 Once the notice is received, the member's name will be removed from the Register of members. The Member is considered to have ceased being a Member on the date given in the letter.

3.5.2 *Deemed Withdrawal*

- 3.5.2.1 If a Member has not paid the annual membership fee by the due date, the member will be placed on a (sixty) 60 day suspension.
- 3.5.2.2 If at the end of sixty (60) days, the fees are still unpaid, the Member will be withdrawn from the Register of members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.6 Continued Liability for Debts Due

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Although a Member ceases to be a Member, by resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.7 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 4 – Meetings of the Society

4.1 The Annual General Meeting

4.1.1 ~~The membership of the Society shall hold a meeting once each year not later than November 30th for the purpose of electing a Board of Directors and to conduct any business any member wishes to raise at this meeting. This meeting shall be known as the Annual General Meeting. The Board sets the place, day and time of the meeting.~~ The membership of the Society shall hold a meeting once each year not later than June 30th for the purpose of electing a Board of Directors and to conduct any business any member wishes to raise at this meeting. The meeting must take place within 6 months of your year-end (December 31). This meeting shall be known as the Annual General Meeting. The Board, along with GPRTA administration, sets the place, day and time of the meeting.

4.1.2 ~~The Secretary will give not less than twenty-one (21) days written notice before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.~~ GPRTA administration will give not less than twenty-one (21) days written notice before the Annual General Meeting, after consultation with the board of directors. The notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda:
- b. Adopting the minutes of the last Annual General Meeting:
- c. Considering the President's report:
- d. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities of the auditor's report;
- e. Appointing the auditors;
- f. Electing the Officers and Directors of the Board:
- g. Considering matters specified in the meeting notice.

4.1.4 Quorum

~~Attendance of two thirds (2/3) of Members at any meeting is a quorum.~~
Attendance of 25% of eligible voting members at any meeting is a quorum.

4.1.5 Failure to Reach Quorum

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The President shall cancel the Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.1.6 Presiding Officer

4.1.6.1 The President chairs every Meeting of the Society. The Vice-president chairs in the absence of the President.

4.1.6.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Meeting, the Members present choose one (1) of the Members to chair.

4.1.6.3 The Board may appoint an outside agent to chair meetings of the Society if and when required.

4.1.7 Voting

4.1.7.1 Each voting Member has one (1) vote. A show of hands decides every vote at every meeting of the Society. A ballot system may be used if at least one-third (1/3) of the voting members present request it.

4.1.7.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.1.7.3 A voting Member may vote by proxy with a letter of authorisation.

4.1.7.4 A fifty percent plus one (50%+1) majority of the attending voting Members decide each issue, unless the issue needs to be decided by a Special Resolution. In the case of a Special Resolution, three-quarters (3/4) vote is necessary to decide an issue. A fifty percent plus one (50%+1) majority of the attending voting Members decide each issue, unless the issue needs to be decided by a Special Resolution. In the case of a Special Resolution, two-thirds (2/3) vote of present members is necessary to decide an issue. The new bylaws must meet the requirements of the Societies Act. They do not take effect until they are registered at Corporate Registry.

4.1.7.5 The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.1.7.6 The Presiding Officer decides any dispute on any vote. The presiding Officer decides in good faith and this decision is final. (Needs to be reworded including a definition for "dispute")

4.1.8 Failure to give Notice of meeting.

No action taken at an Annual General Meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

4.2 Special General Meeting of the Society

4.2.1 Calling of the Special General Meeting

A Special General Meeting may be called at any time:

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- a. By the written request of at least four (4) members of the Board. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- b. By the written request of at least twenty percent (20%) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- c. By a resolution of the Board of Directors.

4.2.2 Notice

~~The Secretary will give not less than twenty-one (21) days' notice to each Member before the Special General Meeting. The notice states the place, date, time and purpose of the Special General Meeting.~~ GPRTA administration, after consultation with the board of directors, will give not less than twenty-one (21) days' notice to each Member before the Special General Meeting. The notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at such meeting.

4.2.4 Quorum

~~Attendance of two thirds (2/3) of Members at any meeting is a quorum.~~ Attendance of 50% +1 of attending Members at any meeting is a quorum.

4.2.5 Failure to Reach Quorum

The President shall cancel the Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.2.6 Presiding Officer

- 4.2.6.1 The President chairs every Meeting of the Society. The Vice-president chairs in the absence of the President.
- 4.2.6.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Meeting, the Members present may choose one (1) of the Members to chair.
- 4.2.6.3 The Board may appoint an outside agent to chair meetings of the Society if and when required.

4.2.7 Voting

- 4.2.7.1 Each voting Member has one (1) vote. A show of hands decides every vote at every meeting of the Society. A ballot system may be used if at least one-third (1/3) of the voting members present request it.
- 4.2.7.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 4.2.7.3 A voting Member may vote by proxy with a letter of authorization.

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4.2.7.4 In the case of a Special Resolution, three-quarters (3/4) vote is necessary to decide an issue.

4.2.7.5 The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.2.7.6 The Presiding Officer decides any dispute on any vote. The presiding Officer decides in good faith and this decision is final.

4.2.8 *Failure to give Notice of meeting.*

No action taken at a Special General Meeting is invalid due to:

d. Accidental omission to give any notice to any Member:

e. Any Member not receiving any notice: or

f. Any error in any notice that does not affect the meaning.

4.2.9 *Written Resolution of All the Voting members*

All Voting Members may agree to and sign a resolution. This resolution is a valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

4.2.10 Special Resolution means a:

a. Resolution passed at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution has been duly given, and

b. Resolution passed by the vote of not less than three-quarters (3/4) of those Members who, if entitled to do so, vote in person or by proxy.

4.2.10.1 A Special Resolution is proposed and passed as a special resolution at a Special General Meeting of which no less than 21 days' notice has been given; if all Members entitled to attend and vote at the general meeting so agree.

4.2.10.2 A Special Resolution can be a resolution consented to in writing by all the Members who would have been entitled at a Special General Meeting to vote on the resolution in person or by proxy.

4.3 Proceedings at the Meetings of the Society

4.3.1 *Failure to Reach Quorum*

The President shall cancel the Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.2 *Presiding Officer*

4.3.2.1 The President chairs every Meeting of the Society. The Vice-president chairs in the absence of the President.

4.3.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Meeting, the Members present choose one (1) of the Members to chair.

4.3.2.3 The Board may appoint an outside agent to chair meetings of the Society if and when required.

4.3.3 *Voting*

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- 4.3.3.1 Each voting Member has one (1) vote. A show of hands decides every vote at every meeting of the Society. A ballot system may be used if at least one-third (1/3) of the voting members present request it.
- 4.3.3.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 4.3.3.3 A voting Member may vote by proxy with a letter of authorisation.
- 4.3.3.4 A fifty percent plus one (50%+1) majority of the voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. In the case of a Special Resolution, three-quarters (3/4) vote is necessary to decide an issue.
- 4.3.3.5 The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.3.3.6 The Presiding Officer decides any dispute on any vote. The presiding Officer decides in good faith and this decision is final.
- 4.3.4 *Failure to give Notice of meeting.*

No action taken at a General Meeting is invalid due to:

 - g. Accidental omission to give any notice to any Member;
 - h. Any Member not receiving any notice; or
 - i. Any error in any notice that does not affect the meaning.
- 4.3.5 *Written Resolution of All the Voting members*

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.
- 4.3.6 Special Resolution means a:
 - a. Resolution passed at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution has been duly given, and
 - b. Resolution passed by the vote of not less than two-thirds (2/3) of those Members who, if entitled to do so as per Article 4.3.3.3 vote in person or by proxy.

Article 5 – Governance and Management of the Society

5.1 The Board of Directors

~~The Board of Directors shall govern and manage the affairs of the Society. The Board of Directors may hire an Executive Director to carry out management functions under the direction and supervision of the Board of Directors. Provided it is not contrary to the Societies Act, the Board of Directors shall govern itself according to ‘Robert’s Rules of Order’.~~ The Board of Directors shall govern the affairs of the Society.

5.1.1 The Board of Directors may hire an Executive Director to carry out management functions under the direction and supervision of the Board of Directors. The Executive Director reports to and is responsible to the Board of

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Directors, and acts as an advisor to the board of Directors and to all Board of Directors Committees. The Executive Director does not vote at any meeting.
5.1.2 Provided it is not contrary to the Societies Act, the Board of Directors shall govern itself according to 'Robert's Rules of Order'.

5.2 Powers and Duties of the Board of Directors

The Board of Directors has the powers of the Society, except as stated in the Societies Act. As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization.

5.3 Composition of the Board of Directors

~~The Board of Directors consists of seven (7) appointed Municipal Members and eight (8) Elected Directors. From this Board, there will be elected a:~~

- ~~a) President~~
- ~~b) Vice President~~
- ~~c) Secretary~~
- ~~d) Treasurer.~~

The Board of Directors consists of eight (8) appointed Municipal Members and eight (8) Elected Directors. From this Board, there will be elected a:

- a) President
- b) Vice-President
- c) Secretary-Treasurer

5.4 Election of the Board of Directors

~~At the 2012 Annual General Meeting the membership shall have seven (7) Municipal Members appointed to the Board of Directors and shall elect four (4) members to the Board of Directors to hold office for a term of one (1) year and four (4) members to hold office for a term of two (2) years. The following vote will be for the Officer positions of President, Vice President, Treasurer and Secretary from the elected and appointed Board of Directors.~~

~~5.4.1 All Municipal Members appointed to the Board and Members elected to the Board hold equal rights to vote and be elected into an Officer position on the Board of Directors.~~

~~5.4.2 The term of office shall be deemed to start at the closing of the meeting during which the member was elected.~~

~~5.4.3 At each succeeding Annual General Meeting of the Society, voting members shall elect new Members of the Board whose term has come to an end.~~

~~5.4.4 All Elected Members of the Board shall have a term of two (2) years and Appointed Members of the Board shall hold their position as their Council sees fit.~~

~~5.4.5 Voting Members can re-elect any Board Member for a maximum of three (3) consecutive terms to six (6) years total.~~

~~5.4.6 The position of Past President is an honorary non-voting position for one year only.~~

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At the Annual General Meeting the membership shall have eight (8) Municipal Members appointed to the Board of Directors and shall elect eight (8) members to the Board of Directors to hold office for a term of two (2) years. The following vote will be for the Officer positions of President, Vice-President, Secretary-Treasurer from the elected and appointed Board of Directors.

5.4.1 All Municipal Members appointed to the Board and Members elected to the Board hold equal rights to vote and be elected into an Officer position on the Board of Directors.

5.4.2 The term of office shall be deemed to start at the closing of the meeting during which the member was elected.

5.4.3 At each succeeding Annual General Meeting of the Society, voting members shall elect new Members of the Board to replace those members whose terms have come to an end.

5.4.4 a. All Elected Members of the Board shall have a term of two (2) years

b. Appointed Members of the Board shall hold their position as their Council sees fit.

5.4.5 All Elected Members of the Board voted into Officer positions on the Executive Board shall have a term of two (2) years

5.4.6 The position of Past President is a voting position for one year only.

5.4.7 Director must allow for 1 full year to pass before applying again to serve on the board.

5.5 Resignation, Death or Removal of a Board Member

5.5.1 A Board member including the President may resign from office by giving one (1) month's written notice. The resignation takes effect either at the end of the months' notice or on the day the board accepts the resignation.

5.5.2 Voting members may remove any Director including the President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

5.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

~~5.5.4 Any Board Member not in attendance or failing to send regrets to three consecutive scheduled meetings will be sent notification by mail of concern that their appointee may be rescinded by resolution at the next scheduled meeting. If there is not a satisfactory response within 14 days then the member may be removed from the Board by a resolution of the Board at their fourth consecutive absence.~~ Any Board Member not in attendance to three (3) consecutive regular scheduled meetings or any three (3) meetings in a 6 month period, will be sent notification of concern that their appointee may be rescinded by resolution at the next scheduled meeting. If there is not a satisfactory response within 14 days then the member may be removed from the Board by a resolution of the Board.

5.6 Meeting of the Board of Directors

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~~5.6.1 The Board of Directors shall hold at least four (4) meetings each year.~~ The Board of Directors shall hold at least ten (10) meetings each year.

~~5.6.2 The President or Secretary calls the meetings. A special meeting may be called on the instruction of any two (2) members thereof provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.~~ GPRTA Administration, after consultation with the Executive Board, calls the meetings. A special meeting may be called on the instruction of any two (2) members thereof provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

~~5.6.3 Meetings of the Board of Directors shall be called with at least three (3) days' notice by email, telephone or fax.~~ Meetings of the Board of Directors shall be called with at least three (3) days' notice by email, digital message and/or telephone.

~~5.6.4 Any eight (8) members shall constitute a quorum.~~ 50% +1 voting members shall constitute a quorum

5.6.5 Each Director, including the President, has one (1) vote.

5.6.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.6.7 Meetings of the board are open to Members of the Society but only Directors may vote.

5.6.8 A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.

5.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.7 Duties of the Officers of the Society

5.7.1 The President;

The President shall be ex-officio member of all Committees. He shall, when present, preside at all meetings of the Society and the Board of Directors.

5.7.2 The Vice-President;

The Vice-President shall act as President in the event that the President is absent or unable to act.

~~5.7.3 The Secretary;~~

~~It shall be the duty of the Secretary to attend all meetings of the Society and of the Board of Directors to keep accurate minutes of the same. He shall have charge of the Seal of the Society.~~

~~5.7.4 The Treasurer;~~

~~The Treasurer makes sure all monies paid to the Society are deposited in an account chosen by the Board. He makes sure a detailed account of revenues and expenditures is presented to the Board as requested. He makes sure a financial review of the position of the Society is prepared and presented at the Annual General Meeting.~~

It shall be the duty of the Secretary-Treasurer to attend meetings of the Society and of the Board of Directors to keep accurate minutes of the same,

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GPRTA Administration can record minutes on their behalf. The Secretary-Treasurer has charge of the Seal of the Society which is kept at GPRTA Administration Offices. Each meeting, the Secretary-Treasurer will make account of financials and provide other financial information, based on reports from the GPRTA Administration.

5.8 Establishing Committees

The Board may appoint committees to advise or do the work of the Board. An appointed Board Member chairs each committee created by the Board.

5.9 The Executive Director

The Board of Directors may hire an Executive Director to carry out management functions under the direction and supervision of the Board of Directors. The Executive Director reports to and is responsible to the Board of Directors, and acts as an advisor to the board of Directors and to all Board of Directors Committees. The Executive Director does not vote at any meeting.

Article 6 – Finance and Management Matters

6.1 The Registered Office

The Registered Office of the Society is located in Grande Prairie, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on December 31st each year.

~~6.2.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or two people appointed by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.~~ The books, accounts and records of the Society, as kept by the GPRTA Administration, shall be subject to a review engagement at least once each year by a duly qualified accounting firm. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Accounting Firm at the Annual General Meeting of the Society.

6.3 Bank Account

6.3.1 The Society shall maintain a bank account in a bank selected by the Board of Directors, and all the funds of the Society shall be deposited in these accounts.

~~6.3.2 The signing authority for the bank accounts shall be any two of: the President, Vice-President, the Secretary and the Treasurer.~~ The signing authority for the bank accounts shall be any two of: the President, Vice-President, the Secretary-Treasurer, and the Executive Director.

6.4 Seal of the Society

6.4.1 The Board may adopt a seal as the Seal of the Society.

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~~6.4.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.~~

6.4.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorised Officers.

6.5 Cheques and contracts of the Society

6.5.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorise the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own paycheque.

~~6.5.2 All contracts of the Society must be signed by the Officers or other persons authorised to do so by the Board.~~ All contracts of the Society must be signed by the Officers or other persons authorized to do so by the Board. These authorizations extend to online banking approvals and electronic funds transfer (EFT).

6.6 The Keeping and Inspection of the Books and Records of the Society

6.6.1 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board of Directors shall at all times have access to such books and records.

~~6.6.2 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.~~ GPRTA administration keeps a copy of the minutes books at the registered office of the Society. This record contains minutes of all meetings of the Society and the Board of Directors.

~~6.6.3 The Secretary keeps the original Minutes Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society and the Board of Directors.~~

6.6.4 The Board keeps and fills all necessary books and records of the Society as required by the Bylaws, the Societies Act or any other statute or laws.

6.6.5 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

6.6.6 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premise operated by the Society, during normal business hours.

6.6.7 All financial records of the Society are open for such inspection by the Members.

6.6.8 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

6.7 Borrowing Powers

Grande Prairie Regional Tourism Association BYLAWS

6.7.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.7.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.8 Remuneration

6.8.1 No Member or Board Member of the Society receives any payment for his services as a Member or Board member.

6.8.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.9 Protection and Indemnity of Directors and Officers

6.9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

6.9.2 No Director or Officer is liable for acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful acts of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

6.9.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are held liable for any loss or damage as a result of acting on that statement or report.

Article 7 – Amending the Bylaws

7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at a Special Meeting of the Society.

7.2 The notice of the Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The amended Bylaws take affect after approval of the Special Resolution at the General or Special Meeting and accepted by the Registrar of Corporate Registry of Alberta.

Article 8 – Dissolution and Surplus Funds

8.1 The Society does not pay any dividends or distribute its property amongst its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated Society or charitable organization. Members select this organization by a Special Resolution. In no event do any Members receive any assets of the Society.