



Travel Drumheller

Objects of Travel Drumheller Marketing Association

Travel Drumheller Marketing Association shall have for its principal objects the promotion, development and encouragement of tourism trade and promotion, but without restricting the generality of the foregoing, shall have the following objects:

1. To encourage a spirit of partnership and collaboration amongst stakeholders in promoting Drumheller to the world.
2. To promote the publicizing of the products and the tourist attractions of Drumheller and region in other parts of Canada and elsewhere.
3. To stimulate interest in tourism activities and developments, whereby the industry and its stakeholders collaborate and form partnerships that lead to increased industry participation, promotion and exposure to tourism marketing opportunities.
4. To promote and encourage opportunities and events that will generate positive economic benefits on the part of its stakeholders and the community at large.
5. To advocate on behalf of tourism industry stakeholders to all levels of Government on matters affecting the objectives of Travel Drumheller.
6. To encourage a high standard of integrity among its stakeholders.
7. To make available, where possible - sources of information to its stakeholders respecting general regulations affecting business and industry in Drumheller and region.
8. To exchange information with Destination Marketing Organizations and other organizations with compatible interests and objectives.

Travel Drumheller Marketing Association

BY-LAWS

Approved April 10 2019

ARTICLE ONE - NAME

- 1.00 The name of this society shall be "Travel Drumheller Marketing Association".
- 1.01 The society shall have as its trade name as "Travel Drumheller."

ARTICLE TWO - INTERPRETATION

- 2.00 Wherever the words "Travel Drumheller" occur in these By-Laws, they shall be understood to mean "TRAVEL DRUMHELLER MARKETING ASSOCIATION" as a body.
- 2.01 Wherever the words "The Board" occur in these By-Laws, they shall be understood to mean "THE BOARD OF DIRECTORS OF TRAVEL DRUMHELLER MARKETING ASSOCIATION."
- 2.02 Wherever the word "Region" occurs in these By-Laws, it shall mean that area, within and for which this Travel Drumheller was established, as defined in the Certificate of Registration under the Society's Act (R.S.A., c. XXX, s. X).
- 2.03 Wherever the word "Director" occurs in these By-Laws, it shall mean an individual elected or appointed by the stakeholders to serve on the Board of Directors.
- 2.04 Words imparting the masculine gender shall be interpreted to include the feminine and neutral genders.

ARTICLE THREE – STAKEHOLDER PARTICIPATION

- 3.00 *Eligibility*
 - 3.00.1 Any business, individual, organization or municipality which has financially purchased into Travel Drumheller services or programs during the past fiscal year shall be considered a stakeholder in good standing of the Association.
 - 3.00.2 Stakeholders of Travel Drumheller shall be bound by the By-Laws and regulations of Travel Drumheller.
- 3.01 *Representations*
 - 3.01.1 A stakeholder being a business, individual, organization or municipality shall designate in writing a representative to exercise the rights and

privileges of the stakeholder in Travel Drumheller, and such designation may be changed from time to time in writing, upon request.

- 3.01.2 Every stakeholder shall be entitled to one representative. Each representative so designated shall himself (during the continuance of the designation and while the designating member is in good standing) be deemed to be a stakeholder for all of the purposes of Travel Drumheller.

3.02 *Classification*

The stakeholders of Travel Drumheller may be divided into such classifications as may be determined from time to time by the Board.

3.03 *Withdrawal or Removal of Stakeholder*

- 3.03.1 A stakeholder may be removed upon failure to pay the required fees for programs or services used within 90 days from the date on which payment should be made.

- 3.03.2 Any stakeholder can be removed by a two-thirds vote of the Board for cause deemed by the Board to be in contravention of the Association's by-laws, the Association's code of conduct, objectives or policies. The stakeholder will be provided at least fifteen (15) days written notice by the Chairperson of the intention of the Board to discuss the stakeholder removal and the stakeholder will be extended the opportunity to address the subject at the Board meeting where the matter will be discussed.

ARTICLE FOUR - BOARD OF DIRECTORS

- 4.00 Travel Drumheller will be governed by a maximum of twelve (12) Board of Directors comprised of the following:

- 4.00.1 Five (5) Board of Directors shall be appointed on an annual basis as follows:

One (1) Representative from the Town of Drumheller (the CAO, or designate).

One (1) Representative from the Drumheller and District Chamber of Commerce (the General Manager, or designate).

One (1) Representative from the Royal Tyrrell Museum (the Executive Director, or designate).

One (1) Representative from Destination's West – Destination Marketing Organization (the Chairperson, or designate).

One (1) Representative to be chosen by the Domestic Marketing Fund signatories to represent their collective interests.

- 4.00.2 Seven (7) Board of Directors shall hold elected positions in accordance with the procedure outlined in Article 9. These positions shall be filled on a rotating basis, with two (2) Directors being elected each year for a three (3) year term. These positions shall be filled by tourism attractions, events or amenities.
- 4.01 No member shall be *elected* to the Board for more than two (2) consecutive three-year terms. A person is eligible for re-election to the Board after a one (1) year absence from an elected position.
- 4.02 At the first meeting of the Board following the Annual General Meeting, the Board will elect internally, an Executive Committee comprised of a Chairperson, Vice-Chairperson, and Secretary-Treasurer from the twelve (12) Board Representatives only. This will be done by secret ballot and all Board Representatives will be eligible to vote.
- 4.03 The Board will establish the scope and nature of the activities to be carried out by Travel Drumheller in order to carry out its mandate.
- 4.04 The Board shall have the authority to determine how available operating funds can most effectively be spent in carrying out the mandate of Travel Drumheller.
- 4.05 The Board shall have authority to determine signing authority on all accounts, contracts, or documents that are binding on Travel Drumheller.
- 4.06 The Board shall have the authority to hire the Executive Director and to determine the terms of employment thereof. It shall also have the authority to dismiss its Executive Director for such reasons, as the Board deems necessary in accordance with Employment Standards and practices.
- 4.07 The Board shall have the authority to appoint both Standing and Ad-Hoc Committees and to determine the terms of reference thereof. Non-Board stakeholders may serve as stakeholders on Committees established by the Board provided however, that the appointee is in good standing and such appointment is approved by the Board.
- 4.08 If it is necessary for any reason to replace a Board member before the expiration of their term or to fill any other vacant positions on the Board, the Board may appoint such replacements from any current stakeholder.
- 4.09 Board Representation may be terminated upon a Director:
- (a) Being absent for three (3) consecutive regular meetings of the Board unless

the Board concludes there was adequate reasons for such absences;

- (b) Ceasing to remain a stakeholder in good standing;
 - (c) Acting in a manner detrimental to the purpose of Travel Drumheller, as evidenced by a majority vote of the Board;
 - (d) Being found lunatic or of unsound mind;
 - (e) Being convicted of any offence involving imprisonment without the option of a fine; or
 - (f) Violating the Board's Conflict of Interest guidelines.
4. 10 A Director may retire from the Board upon giving one (1) month's notice in writing, and such resignation shall take effect upon the expiration of such notice or earlier acceptance.
- 4.11 The term of office for elected and appointed Directors shall commence at the first meeting of the Board following the Annual General Meeting and, upon the completion of their term, shall expire immediately prior to the first meeting of the Board following the Annual General Meeting.
- 4.12 Directors shall not receive compensation for their services. Expenses incurred while acting in the official capacity of Travel Drumheller may be reimbursed, by approval of the Board.
- 4.13 Resolutions, except where otherwise stated in the Constitution and By-Laws, shall require a simple majority of votes by those Directors present for approval. All Directors, including the Chairperson, shall have one vote. Voting by proxy will not be accepted. In the event of a tie vote, the resolution shall be considered lost and defeated.
- 4.14 Minutes shall be recorded for all meetings of the Board, and upon their subsequent approval by the Board as being true and a complete record of the business transacted, shall be maintained at the office of Travel Drumheller.
- 4.15 The Annual General Meeting of Travel Drumheller shall be held within 120 days of Travel Drumheller's year-end.
- 4.16 The Executive Committee of the Board shall comprise the following:
- a) Chairperson
 - c) Vice-Chairperson
 - d) Secretary/Treasurer

4.17 In the event of a vacancy amongst the Executive Committee, the Chairperson shall be empowered to appoint a replacement Executive Committee Member from the Board of Directors, but it shall be necessary for the Board to ratify such appointment at the next meeting of the Board.

4.18 The Chairperson:

- a) Shall be the Chief Executive Officer of Travel Drumheller;
- b) Shall endeavor to attend all meetings of Travel Drumheller and its executives and shall preside over the proceedings of their meetings;
- c) Shall be an ex-officio member of every Committee;
- d) Shall be the official spokesman for Travel Drumheller but may delegate such power in regard to public pronouncements to such representative(s) or Executive Director of Travel Drumheller as he may decide;
- e) Shall act at all times in accordance with the lawful directives of Travel Drumheller;
- f) Shall cause to be brought to the attention of Travel Drumheller stakeholders all matters affecting the well being of Travel Drumheller and its operations;
- g) May, from time to time, with the concurrence of Travel Drumheller stakeholders approve the formation of Committees and prescribe their functions and limitations and appoint persons to serve therein; however, that each appointment to stakeholdership on each Committee shall cease and determine on the day prior to the next Annual General Meeting.

4.19 The Vice-Chairperson:

- a) Shall do all things reasonably as required by the Chairperson for the better functioning of Travel Drumheller. In the absence of the Chairperson he shall assume his role.

4.20 The Secretary/Treasurer shall endeavor to:

- a) Maintain minutes of all meetings of Travel Drumheller and its stakeholders and in that capacity shall be clerk thereof. He may utilize the services of a stenographer and in the absence of contrary direction from the Chairperson, such stenographer may attend with the Secretary at the aforementioned meetings;
- b) Be responsible for the accurate maintenance of the records of stakeholders and their addresses;

- c) Be responsible for the maintenance of all required books of account and financial records;
 - d) Establish and maintain adequate systems for the control of expenditures;
 - e) Prepare, or have prepared under his direction the proposed budget and its presentation by him to the Board of Directors for approval or amendment;
 - f) Maintain Travel Drumheller within the expenditures of the accepted budget;
 - g) Establish and maintain adequate systems to ensure that the funds of Travel Drumheller are properly deposited and accounted for in accordance with normal accounting procedures;
 - h) Ensure that all necessary appointments of signing officers for banking and other financial documentation are made from time to time by the Board of Directors.
 - i) Assist the Chairperson in such other areas of financial control as the Chairperson may require;
 - j) Perform such other duties as the Chairperson may, from time to time, direct.
- 4.21 At any meeting of the Board, 50% of the Directors plus one shall form a quorum for the transaction of business.
- 4.22 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-Law of Travel Drumheller provided, however, that such powers are not inconsistent with the provisions of the Society's Act.
- 4.23 The Board shall frame such By-Laws, rules and regulation best adopted to promote the welfare of Travel Drumheller, and shall submit them for adoption, at a General Meeting of Travel Drumheller, called for that purpose.

ARTICLE FIVE - INDEMNITY OF BOARD STAKEHOLDERS

- 5.00 Travel Drumheller shall indemnify all Directors and Officers of Travel Drumheller and any other person, their heirs, executors and administrators from and against all costs, charges, expenses and damages sustained as a result of an undertaking authorized by Travel Drumheller.
- 5.01 Travel Drumheller shall indemnify every Director or Officer of Travel Drumheller from all costs, charges, expenses and damages to which the Director or Officer of Travel Drumheller may be put as a result of a bona fide execution of the duties of

his office or position.

ARTICLE SIX - MEETINGS

- 6.00 The Annual General Meeting of Travel Drumheller shall be held within one hundred and twenty (120) days after the fiscal year end at a time and place determined by the Board. At least twenty one (21) days' notice of the Annual General Meeting shall be given.
- 6.01 General Meetings of Travel Drumheller may be held at a time and place designated by the Board. At least seven (7) days' notice of such meetings shall be given.
- 6.02 Special Meetings of Travel Drumheller may be held at any time when summoned by the Chairperson, or requested in writing by any two (2) Directors of the Board. At least seven (7) days' notice of such meetings shall be given.
- 6.03 The Board shall meet from time to time and not less than four (4) times a year to carry on the business of Travel Drumheller.
- 6.04 Notice of all meetings, naming the time and place of assembly, shall be given by the Chairperson as directed by the Board.
- 6.05 At any Annual or General Meeting, six (6) stakeholders shall be a quorum and, unless otherwise specifically provided, a majority of stakeholders present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
- 6.06 Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose, by a person designated by the Board from time to time.
- 6.07 The entry of such minutes shall be signed by the Chairperson who presides at the meeting at which they are adopted. Copies of the minutes of each meeting will be provided to board members at least 2 days prior to the next scheduled meeting.
- 6.08 The books of account shall be kept at the registered office or such place or places as designated by the Directors. No person other than a Director, Auditor, Stakeholder, Executive Director, Officer, Accountant, or person authorized by the Board shall have any right to inspect any account, book or document of Travel Drumheller.
- 6.09 Requests by general stakeholders to view Travel Drumheller's books of account must be made to the Chairperson with at least five (5) working days prior notice.

ARTICLE SEVEN - MANAGEMENT OF BUSINESS AFFAIRS

- 7.00 The Executive Director shall be responsible as senior administration, through the Executive, to the Board of Directors:
- a) For all approved plans, results, occurrences and matters of and relating to the operation of Travel Drumheller;
 - b) For the general supervision, direction, and control of all employees of Travel Drumheller and to ensure the proper performance of their duties and responsibilities in accordance to approved plans;
 - c) For all administrative functions within approved guidelines of Travel Drumheller including budget preparation and control, maintaining the books of account, correspondence, and clerical support.
 - d) For the custodianship of all property and records of Travel Drumheller.
- 7.01 In the event of the absence of an Executive Director, the Board may appoint a clerk (s) to undertake the non-supervisory duties of the Executive Director role.
- 7.02 At the direction of the Chairperson, the Executive Director shall attend all meetings of the Board of Directors or any other meetings of stakeholders or Committees of Travel Drumheller. The Executive Director shall serve as a resource to all such meetings, without voting privileges.
- 7.03 The Executive Director shall do all things as may reasonably be required of him by the Chairperson in order to maintain the successful operation of Travel Drumheller and Committees in accordance with approved plans and policies.
- 7.04 The Board shall adopt a common seal of Travel Drumheller and provide for its safe custody.
- 7.04 The seal shall not be used except by the authority of the Board and/or the Executive Director in the presence of a member of the Board who shall sign every instrument to which the seal is affixed.
- 7.05 The seal shall remain in the custody of the Executive Director at his official office.

ARTICLE EIGHT - VOTING RIGHTS

- 8.00 Every stakeholder in good standing represented at any General Meeting shall be entitled to one (1) vote providing that the vote of a business, individual, organization or municipality shall, in each case be assigned to individuals.

- 8.01 Voting at General Meetings shall normally be by show of hand, or if requested by the Chairperson, by secret ballot. In the alternative, a secret ballot shall be taken if requested by five (5) stakeholders providing such request receives the approval of two-thirds (2/3) of the stakeholders assembled. Voting by proxy will not be accepted.
- 8.02 Motions or amendments shall be carried at General Meetings by a majority vote unless otherwise provided for in these By-Laws.
- 8.03 The Chairperson shall only cast a vote on a motion in the event of a tie.

ARTICLE NINE - ELECTIONS

- 9.00 The Annual Election of the Board shall take place at the Annual General Meeting.
- 9.01 Every stakeholder affiliated with Travel Drumheller and in good standing shall be eligible for election and all retiring stakeholders of the Board in good standing shall be eligible for re-election subject to the provisions of Article 4.01.
- 9.02 The Nomination Committee shall consist of the Chairperson and Vice-Chairperson.
- 9.03 The Nominating Committee shall endeavor to prepare a slate of nominations for election to the Board. No nomination shall be valid without the written or oral consent of the nominee.
- 9.03.1 The Nominating Committee will consider the following key criteria in seeking Board of Director nominees:
- 1) The individual's history and contributions within the tourism industry.
 - 2) The organization that the individual represents including the history and contributions that the organization has made within the tourism industry.
 - 3) The extent of participation in marketing activities of Travel Drumheller including, but not limited to advertising, special events and other activities that further the interest of tourism development in the district.
 - 4) That a broad cross section of representation from within the tourism and hospitality industry is maintained.

- 9.04 The Chairperson shall be the Chairperson of the Nominating Committee and shall appoint the Chairperson of the elections.
- 9.05 Voting shall be conducted by secret ballot, unless otherwise agreed by consensus.
- 9.06 At the close of voting, the Chairperson or Chairperson of Elections shall report the results of the election to Travel Drumheller.

ARTICLE TEN - BY-LAWS

- 10.00 These By-Laws, or any of them may be amended, altered or repealed by a majority vote of persons in good standing and present at any General Meeting of Travel Drumheller or at any Special Meeting called for that purpose, provided that written notice of the proposed amendments, alterations or repeals shall be given in the notice for the meeting at which they are to be considered.
- 10.01 The foregoing By-Laws shall come into effect as soon as they have been adopted at a meeting of Travel Drumheller and have been approved by the appropriate Minister of Industry; and thereupon the By-Laws of Travel Drumheller theretofore existing are repealed.

ARTICLE ELEVEN - AFFILIATION

- 11.00 Travel Drumheller, at the discretion of the Board, shall have power to affiliate with Travel Alberta, and any other organizations which may be in the interest of Travel Drumheller.

ARTICLE TWELVE - FISCAL YEAR

- 12.00 The fiscal year of Travel Drumheller shall commence on the first day of January in each year.

ARTICLE THIRTEEN - AUDIT

- 13.00 Once in every year the accounts of Travel Drumheller shall be examined and the correctness of the accounts and balance sheet ascertained by one (1) or more auditor or auditors.
- 13.01 The Board of Directors shall appoint such auditor or auditors to hold office for the ensuing year.
- 13.02 The auditor's report of Travel Drumheller for the past fiscal year shall be made to each Annual General Meeting, and the auditor's report shall be kept at Travel Drumheller office.

ARTICLE FOURTEEN- PROCEDURE

- 14.00 Parliamentary procedure shall be followed at all General and Board Meetings, in accordance with "Roberts Rules of Order Newly Revised."