

**DIGBY AREA TOURISM ASSOCIATION  
BY-LAWS & OPERATIONAL POLICIES**

**Approved: May 5, 2016**  
**Reviewed: April 13, 2016**  
**Amended: March 16, 2016**

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**1. NAME**

The name of the Association is “Digby Area Tourism Association,” herein called “DATA”.

**2. PROCEDURES**

DATA will follow parliamentary procedure as outlined in “Robert’s Rule of Order” (revision 1923).

**3. MEMBERSHIP**

- 3.1 There are four types of membership, Associate/Individual Member (non-voting; non-transferable); Non-Profits (one vote per nonprofit group, representative is transferable); Business Member (one vote per business, representative is transferable); and, Group (one vote per group, representative is transferable). All members in good standing, with the exception of Associate Member, have a vote at the Annual General Meeting or any special general meeting called by the Board of Directors. Members may attend Board of Directors meetings but will not have a vote at such meeting.
- 3.2 Membership is restricted to an individual or business/group that resides or operates a business within the geographic area as defined by DATA. Individuals and designates must be over the age of 18 years.
- 3.3 Accommodations must be licensed pursuant to Section 3, Requirement for licenses, of the Tourist Accommodations Act as set forth by the Nova Scotia Legislature.
- 3.4 Voting Proxies are not permitted.
- 3.5 Membership is not transferable.
- 3.6 Membership duration commences upon payment of membership fee and ends one year from date of payment.
- 3.7 There is an annual membership fee, determined by the Board of Directors, which is payable not later than one year from the date of previous membership payment.
- 3.8 Membership in Good Standing in DATA will cease upon the death of an individual member, written resignation of membership, failure to pay membership fee by end of the membership year or if such member ceases to qualify for membership in accordance with these by-laws.
- 3.9 All members are entitled to privileges that may include such benefits as marketing and promotions, visitor information services, communications, professional development, product development, organizational procedures, identification program and tangible benefits.
- 4.0 A general or special meeting of the members may be held at any time and shall be called: (a) if requested by the chair, or (b) if requested by a majority of the directors, or (c) if requested in writing by any of the members.
- 4.1 Notice to members is required for general or special meetings. The notice must: (a) specify the date, place and time of the meeting, (b) be given to the members seven (7) days prior to the meeting, (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means, (d) specify the nature of business, such as the intention to propose a special resolution, and (e) the non-receipt of notice by any member shall not invalidate the proceedings.

**4. THE BOARD OF DIRECTORS**

- 4.1 The Board of Directors will consist of a maximum of 17 voting-members as follows:
  - a. One (1) association member (total of 8) to represent each of the associations geographic designated areas. These areas include Town of Digby, Digby Neck, Long Island, Brier Island, Weymouth & Area, Barton/Brighton/Doucetteville, Bear River, Smith’s Cove/Cornwallis will be proposed by the Nominating Committee from all association members. In the event that one or more geographic area position(s) cannot be filled, such position(s) will remain vacant until a representative can be found.

- b. four (4) Directors-At-Large will be proposed by the Nominating Committee from the Association membership.
  - c. two (2) Directors-At-Large may be appointed by the incoming Board of Directors from the membership for a term of one year for their expertise. The Directors-At-Large will have full-voting rights.
  - d. two (2) Directors may be elected from association members nominated from the floor at the Annual General Meeting.
  - e. the immediate past-chairperson
- 4.2 DATA will send out an annual notice to each major funding partner by December 1<sup>st</sup> requesting one representative to sit on the DATA Board of Directors in an ex-officio (non- voting) capacity. This request must be responded to by March 31.
- 4.3 Board vacancies may be filled by the Board of Directors, meeting the parameters as stated in 6.1(a), to serve the balance of the term. The appointee must be a member of DATA.
- 4.4 Board members are expected to attend meetings of the Board of Directors on a regular basis. Members missing 3 consecutive meetings will be contacted by the Chairperson to inquire on their interest and continued involvement with the Association. Board members failing to attend at least 50% of the regularly scheduled Board meetings may be asked to resign and would then be ineligible for reappointment for two years.
- 4.5 All board members must sign and adhere to a Code of Ethics which clearly states the role of Board members to direct DATA, act as ambassadors, interpret the mission of DATA and consider all matters that are before the Board as confidential.
- 4.6 A Quorum for a Board of Directors meeting shall be 50% plus 1 of the filled Board positions.
- 4.7 Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

## 5. POWERS AND DUTIES OF THE DIRECTORS

It is the responsibility of the Board of Directors to:

- 5.1 Formulate policies, plans, programs, and the appropriate annual budgets.
- 5.2 Formulate a long term plan (3-5 years) which will be reviewed annually and revised appropriately
- 5.3 Enter into and carry out agreements or contracts, acquire and dispose of real property and chattel, make and give receipts, borrow money, execute and endorse negotiable or transferable instruments. If the indebtedness and financial obligations exceed the actual income of DATA realized during the previous twelve months' consent is required by vote, at the annual general meeting or special general meeting.
- 5.4 Appoint and remove employees as required and to determine the responsibilities of such employees and to fix their salaries and benefits pursuant to Nova Scotia Labour Laws.
- 5.5 Approve, reject and revoke any membership of the Association, as per the By-laws.
- 5.6 Set and collect membership dues and maintain a membership database of pertinent information.
- 5.7 Appoint a representative(s) to all committees or groups which have a seat for a DATA representative. The representative(s) should be the member(s) of the Association who best suits the specific committee or group.
- 5.8 Appoint a chartered accountant or a fully qualified professional accountant e.g. CMA at the Annual General Meeting – such person shall act as the association's accountant for the audit. The annual statement shall be prepared by the association's accountant and reviewed by the Executive Committee before presentation to the Board and for presentation at the Annual General Meeting.
- 5.9 Appoint standing committees to perform functions for the purpose of answering an approved mandate. Each committee shall be comprised of at least one director who will report monthly, in writing, to the Board of Directors. In special circumstances, non-members of DATA may be members of a committee.
- 5.10 Call special general meetings of the Association to address financial issues as determined in 7.3 or any issue that the Board deems requires a vote by the membership.

- 5.11 The Board can identify other committees on an ad hoc basis as required.
- 5.12 The Board of Directors is accountable for the decisions of DATA. The goals set by DATA should be realistic and measurable.
- 5.13 In the event a vote of non-confidence in a Board Member is passed by the Board (requiring a majority of three fourths of the filled Board positions) it will result in immediate termination of such member from the Board and any respective position. A Notice of Motion must be given at least one week in advance of such a vote.
- 5.14 The minutes of all executive committee meetings, in their entirety, shall be available upon request to all Members of the Board at the next regular meeting of the Board of Directors.
- 5.15 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- 5.16 The Society may only borrow money as approved by a special resolution of the members.

## **6. THE EXECUTIVE COMMITTEE**

- 6.1 The Executive Committee will be selected by the Nominating Committee from the proposed Board of Directors and elected by the membership at the Annual General Meeting.
- 6.2 No executive officer may serve in the same position for more than two consecutive terms. A term is one fiscal year.
- 6.3 The Executive Committee consisting of Chairperson, Vice Chairperson, Immediate Past Chairperson, Secretary and Treasurer who will act as a management committee, subject to the bylaws of the Association and the direction of the Board.
- 6.4 Executive Committee vacancies may be filled by the Board of Directors to serve the balance of the term. The appointee must be a member of the Board of Directors.

## **7. CHAIRPERSON**

- 7.1 The Chairperson will serve as a member of the Executive Committee
- 7.2 The Chairperson shall preside at all annual general and special meetings of the Association, Executive Committee, and Board meetings.
- 7.3 The Chairperson will receive and put lawful motions, and communicate to the meeting those matters which may concern the Association.
- 7.4 The Chairperson shall supervise the affairs of DATA within the policies approved by the board.
- 7.5 In the absence of the Chairperson, the Vice-Chairperson assumes the role.
- 7.6 The Chairperson shall with the Secretary, Treasurer or Tourism Officer, or any two of the four, sign all papers and documents requiring signature on behalf of the Association, unless another person is designated by the Board of Directors.
- 7.7 The Chairperson is an ex-officio voting member of all committees.
- 7.8 The Chairperson in conjunction with the Tourism Officer will oversee the operations of DATA. In the event that the Chairperson and the Tourism Officer do not agree on any given issue, then the Executive Committee will be informed. The full Executive Committee must hear both the Chairperson and the Tourism Officer before a decision is made.
- 7.9 The Chairperson shall be the official spokesperson with regards to policy matters for the Association.
- 7.10 The Chairperson may direct the Tourism Officer or another Executive Member to be the official spokesperson of then Association. Comment may only be made when the Association has taken a position, which has Board approval. In the case that the Association does not have an approved position, the spokesperson may only give a general synopsis of what has transpired on the issue at the Board level. The Board may recommend that the Membership be polled before a position is taken on behalf of the Association.
- 7.11 The Chairperson shall review the agenda and supporting information prior to each Board and Executive meeting, as prepared by the Tourism Officer and ensure that all action proposed is consistent with the policies, objectives, and By-laws of the association.

## **8. VICE-CHAIRPERSON**

- 8.1 The Vice-Chairperson will serve as a member of the Executive Committee.
- 8.2 In the absence of the president, the vice-chairperson assumes the role.
- 8.3 In the event the Chairperson cannot serve the full-term of his office, the vice-chairperson will assume the role until nominations and election at the next scheduled Annual General Meeting.

## **9. PAST-CHAIRPERSON**

- 9.1 The Past-Chairperson will serve as a member of the Executive Committee.
- 9.2 The Past-Chairperson will act as chair of the Nominating Committee.
- 9.3 In the event of there being no immediate Past-Chairperson to fill this position, the Board of Directors may fill the position from within the Board with preference to former Executive Committee members.

## **10. SECRETARY**

- 10.1 The Secretary will serve as a member of the Executive Committee.
- 10.2 The Secretary will direct staff to keep and maintain a record of all proceedings of the Association, shall be informed of all official correspondence, and shall perform all such duties as properly appertained to the office.
- 10.3 At the expiration of the Secretary's term of office, all books, papers, and other DATA property shall be delivered to the Association. The minutes, registry of members and their address, and the DATA seal will be kept at the offices of DATA.
- 10.4 The Secretary shall have an up-to-date registry of members and their delegates at every Board meeting.
- 10.5 Administrative duties of the Secretary may be assigned to the Tourism Officer.
- 10.6 The Tourism Officer acts on the behalf of the Secretary in retaining the records of the Association. The Secretary may, during normal business hours or at a pre-arranged time, review the records of DATA.
- 10.7 The Secretary has elected responsibility for the proper maintaining of the records of the Association. The Secretary may, during normal business hours or at a prearranged time, review all non-financial records maintained at the DATA office and may sign out records and documents.

## **11. TREASURER**

- 11.1 The Treasurer will serve as a member of the Executive Committee
- 11.2 The Treasurer shall have charge of all funds of the Association and ensure that the DATA staff shall deposit, or cause to be deposited, the same in a chartered bank, credit union, or trust company, selected by the Board of Directors; shall keep a regular account of income and expenditures of the Association and submit an audited statement for presentation to the Annual General Meeting.
- 11.3 The Association's accountant acts on behalf of the treasurer in reviewing the records of the Association.
- 11.4 The Treasurer has elected responsibility for the financial affairs of the Association. The Treasurer may, during normal business hours or at a prearranged time, review financial records maintained at the DATA office and may sign out records and documents. A monthly financial statement will be presented to the Board showing where the Association stands.
- 11.5 The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

## **12. STANDING COMMITTEES**

- 12.1 Standing Committees include: Executive Committee  
Marketing Committee  
Education Committee  
Product Development Committee  
Membership Committee  
Finance Committee
- 12.2 Committees will have three or more members and will meet as required to meet the objectives of the committee.
- 12.3 Every committee must have at least one sitting board member, who will report to the Board on activities of the Committee.
- 12.4 Committees will select a chairperson at the first committee meeting following the Annual General Meeting and will convey the name of the chairperson at the next Board Meeting.
- 12.5 The standing committees and their mandates shall be reviewed at the first meeting of a new Board of Directors
- 12.6 The nominating committee will consist of four (4) board members, chosen by the Board, and will be chaired by the Past-Chairperson, thus totally five (5). The Nominating Committee will be formed prior to the Annual General Meeting and will put forward their nomination report for the slate of directors at the Annual General Meeting for ratification from the membership.
- 12.7 Each committee has the mandate to complete budgeted projects unless directed otherwise by the Executive Committee due to financial restraints.
- 12.8 Any changes to budgeted projects, with regards to increased cost or content, must be approved by the Board in advance.

## **13. DUES AND MEETINGS**

- 13.1 Members will be billed annually.
- 13.2 The Executive Committee will meet monthly prior to each Board Meeting, or at the written request of any 3 DATA members for a meeting regarding concerns with the direction or operation of the Association, to be held at an agreed upon time.
- 13.3 Meetings of the Board of Directors will be held every month or at the call of the Chairperson based agreement of the Executive Committee or a written request of at least 3 Board Members.
- 13.4 The minutes of the Board meetings will be distributed to any member of DATA upon written request.
- 13.5 All Board meeting minutes and agenda will be sent out to the Board at least 7 days prior to the next Board meeting.
- 13.6 Minutes of the AGM will be distributed to the membership 1 month prior to the next AGM.
- 13.7 Attendance at the association's Annual General Meeting will be open to the public with participation in the meeting restricted to association members. The Board of Directors may determine non members to make presentations at the Annual General Meeting. Non members wishing to make a presentation to the Annual General Meeting must submit a written request to the Board at least 30 days prior to the Annual General Meeting.
- 13.8 Attendance at Board Meetings will be open to the public and association members with participation in the meeting restricted to board members. The Board of Directors may determine non board members to make presentations at a Board Meeting. Non board members wishing to make a presentation to a board meeting must submit a written request to the Board at least 30 days prior to the applicable board meeting.
- 13.9 A Semi-Annual Meeting of the Association will be held each fall. The meeting will focus on reviewing the past season, a status report of Association activities and a working session to assist the Board in the future direction of the association.

## **14. ANNUAL GENERAL MEETING**

- 14.1 The fiscal year shall be April 1<sup>st</sup> to March 31<sup>st</sup>.
- 14.2 The membership year "for each individual member" shall be determined on an annual basis.
- 14.3 A General Meeting shall be held within the first three months of the end of the fiscal year.

- 14.4 A quorum for the Annual General Meeting shall be 10% of the Association members.
- 14.5 All matters shall be decided upon a simple majority of votes determined by a show of hands, unless a motion is carried requesting a vote by secret ballot. In the case of equity of votes, the chairperson of the meeting shall cast the deciding vote.
- 14.6 Every Voting Member in good standing and in attendance shall be entitled to one vote.
- 14.7 Notice of any General Meeting shall be sent, in writing to each member by prepaid ordinary mail or by email, postmarked at least thirty (30) days before date of such a meeting.
- 14.8 Any notice of Special Motion, as determined by the Board of Directors, shall be sent, in writing to each member by prepaid ordinary mail or by email postmarked at least thirty (30) days before such a motion is brought before a general meeting.

**15. ANNUAL REPORTS**

- 15.1 Reports are mandatory from the Auditors and annual written reports are required from the following officers: President, Executive Director and Committee Chairpersons.
- 15.2 Annual reports must be prepared and submitted to the Tourism Officer not less than 10 days prior to the Annual General Meeting.

**16. AMENDMENTS**

- 16.1 These By-laws may only be amended by resolution passed at the Annual General Meeting, by not less than three fourths of such Voting Members. Such resolution shall be sent, by prepaid ordinary mail or by email, to each member at least thirty (30) days before such a motion is brought before a general meeting.