

GENERAL BYLAWS

INCORPORATION AND NAME

1. The name of the Corporation is Ontario's Highlands Tourism Organization (hereinafter referred to as the Corporation or OHTO).
2. The Corporation was incorporated as a not-for-profit Corporation pursuant to the *Corporations Act (Ontario)* on October 5, 2010. Its objects are for the purpose of:
 - a) Coordinating the diverse interests of the tourism industry across Region 11 (Ontario's Highlands).
 - b) Developing a competitive and sustainable organization that is reflective and representative of Region 11 (Ontario's Highlands).
 - c) Promoting and growing the tourism experiences to attract visitors to Region 11 (Ontario's Highlands).

HEAD OFFICE

3. The head office of the Corporation shall be in the city of Pembroke (or within the geographic boundaries of the region defined by the Ministry of Tourism, Culture and Sport as Region 11 (hereinafter referred to as Ontario's Highlands)).

MEMBERSHIP

4. Membership in the Corporation shall consist of such individuals, partnerships, firms, associations, agencies, organizations and Corporations in the tourism industry that operate a physical location and/or deliver services within the geographic boundaries of Ontario's Highlands and as are deemed qualified and admitted by the board of directors under the provisions of the bylaws and board policy.
5. Applications for membership shall be submitted to the secretary for consideration by the board of directors. If accepted by the board, the applicant will be notified by the secretary and shall receive a copy of the bylaws and be enrolled in the membership of the Corporation.

6. Acceptance of the copy of the bylaws of the Corporation will constitute the member's adherence to the terms of membership.
7. Membership in the Corporation is not transferable.
8. Any member may be expelled from the Corporation by a two-thirds vote of the membership, present and eligible to vote at an annual or other general meeting of the Corporation.
9. Membership in the Corporation automatically terminates if the member:
 - a) resigns in writing;
 - b) in the case of an individual, dies;
 - c) is expelled from the Corporation pursuant to Article 8;
 - d) has not renewed his or her membership or stated in writing an intention to renew, and has not responded to written notice from the Corporation; or
 - e) ceases to meet all eligibility criteria for membership.

MEMBERS' MEETINGS, QUORUM AND VOTING

10. The members ensure that the Corporation is being governed effectively by:
 - a) electing the directors;
 - b) appointing the auditors;
 - c) receiving and reviewing the reports and work of the directors and auditors including the auditor's report on the financial statements; and
 - d) approving, amending and repealing bylaws.
11. Special and general meetings of the members may be called by the Chief Governance Officer (hereinafter referred to as the CGO) of the board or at the written request of at least ten percent (10%) or more of the members of the Corporation. The general nature of business to be transacted at such meeting will be stated in sufficient detail to permit members to form a reasoned judgment thereon.
12. Notice of any meeting of the members, whether special or general, shall be given by the secretary by sending a copy of the notice by ordinary post to the registered address of each member, or such other method of communication approved by the board of directors and allowed by the Act, at least ten (10) days before the date of such meeting. Such meetings shall be held in any location selected by the board of directors.

13. The quorum for any special or general meeting of the members shall be the lesser of five per cent (5%) of the membership or 50 members. These members must be present in person.
14. Each member of the Corporation shall be entitled to one vote at any meeting of the members. Members which are Corporations shall vote through their representatives duly authorized in writing, such authorizations to be filed with the secretary and to take effect from the date of such filing.
15. Meetings of the members shall be chaired by the CGO, or in absence of the CGO, the members present shall choose one of the directors present to chair the meeting, or if no director shall be present and willing to chair, the members shall choose one of the members to chair the meeting.
16. Questions voted on at any meeting of the members shall be decided by a majority of the votes of the members present in person.
17. The annual meeting of the members shall be held at such time and place as decided by the board of directors.
18. At the annual meeting, the members shall:
 - a) receive the financial statements of the Corporation;
 - b) receive the reports of the auditors;
 - c) appoint auditors to audit the books of the Corporation;
 - d) elect directors as required by the bylaws;
 - e) receive the reports of the board of directors; and
 - f) transact any other business properly brought before the meeting.
19. A copy of the annual financial statements of the Corporation shall be made available to every member at the annual meeting or upon request.

BOARD OF DIRECTORS, POWERS AND TERMS

20. The affairs of the Corporation shall be governed by a board of directors. The board shall among other things:
- a) establish the strategic direction;
 - b) steward the resources;
 - c) monitor performance;
 - d) elect and/or appoint the officers of the Corporation; and,
 - e) be accountable to the members.
21. The board of directors shall have the full powers of the Corporation consistent with the letters patent and these bylaws.
22. The board of directors shall be comprised of a minimum of 7 and a maximum of 11 directors.
23. The directors shall be members of the Corporation, or, in the case of corporate or non-personal members, individuals authorized in writing to represent a member.
24. The board shall be comprised of a minimum of 7 and a maximum of 11 directors from within the boundaries of Region 11 (Ontario's Highlands) and balanced in its representation of skill set, private/public sector, and geography as defined by the Nominating Committee Terms of Reference.
25. Nominating and Election Process:
- a) Each year, in sufficient time in advance of the annual general meeting (AGM), the nominating committee will identify the number of directors to be elected and will assist members in the nomination process.
 - b) The nominating committee will endeavor to ensure that nominees are drawn from different segments of the tourism industry.
 - c) To be nominated to be a director of the Corporation, a member must submit a nomination in writing, with letters of support from at least 2 members in good standing to the nominating committee at least two (2) weeks prior to the AGM. The nominating committee may then present this slate of directors to the members at large at the AGM for ratification. Alternatively, members in good standing can be nominated from the floor at the AGM.

- d) When the date for nominations of directors closes (at least two (2) weeks prior to the AGM):
- i. If the number of nominees is equal to or lesser than the maximum number of directors eligible to be elected these nominees will be acclaimed as directors at the AGM.
 - ii. If the number of nominees is more than the maximum number of directors eligible to be elected there would be an election by ballot among the members at the AGM to select the maximum number of directors.
 - iii. If the number of nominees is less than the maximum number of directors eligible to be elected the unfilled seats will remain open until the nominating committee can present a suitable nominee whose membership as a director will be confirmed by a resolution of the sitting board.

26. Every director, in exercising his or her powers and discharging his or her duties, shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation;
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) comply with the letters patent, the bylaws and any policies adopted by the Board of Directors.

27. Any person is eligible to be a director of the Corporation who meets the eligibility requirements for membership including all authorized representatives of such members if Corporations. Municipally elected officials, or any one holding elected public office, are not eligible for membership on the board of directors.

28. Directors shall hold office for a three year term so long as they remain eligible under the terms described above. Terms of office shall be staggered so that one third will expire each year.

29. Directors may hold office for up to nine consecutive years, after which they must vacate the office for at least one year.

30. Any vacancy in a director position, however caused, may be filled through an appointment by the board of directors so long as a quorum of directors remains in office. A director so

appointed shall remain in office until the next meeting at which directors are to be elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members of the Corporation to fill the vacant director positions.

31. The board of directors may adopt a policy governing the election process for directors, including the form and process for nominations and balloting.
32. The board of directors may approve a profile of desired attributes, competencies and qualifications including geographic and industry sector representation, for directors from time to time, and members are encouraged to select directors guided by this profile.
33. A director shall automatically cease to hold office if:
 - a) he or she resigns by delivering a written resignation to the secretary;
 - b) he or she is found to be mentally incompetent or become of unsound mind;
 - c) he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
 - d) he or she dies;
 - e) he or she ceases to be eligible for membership in the Corporation;
 - f) a resolution to that effect is passed by two-thirds (2/3) majority of the members of the Corporation voting at a meeting duly called for that purpose.
34. The board of directors may adopt a policy whereby a director may be removed from office during his or her term for a reason other than those listed above.

BOARD MEETINGS, QUORUM AND VOTING

35. The board shall hold an annual organizational meeting after the results of the board elections are known and in conjunction with the annual meeting.
36. Subsequent meetings of the board of directors may be held at such times and at such places within Ontario as the CGO may from time to time determine, face-to-face or by teleconference, as designated in the notice calling the meeting, provided that the board meets quarterly or a minimum of four (4) times annually.
37. Written notice of the time and place of each meeting of the board after the organizational

meeting, with a proposed agenda listing items to be dealt with as business at the meeting, shall be given to each director not less than five (5) days before the time when the meeting is to be held. Notice of board meetings held by teleconference shall be telephoned and emailed to each director not less than forty-eight (48) hours before the meeting is to take place. No formal notice of a meeting shall be necessary if all the directors are present or if a quorum is present and those absent have signified their consent to the meeting being held without notice and in their absence.

38. The board may schedule one or more days in each year for regular meetings of the board at a place and time named; no further notice of the regular meetings need be given.
39. A majority of the directors shall constitute a quorum of the board.
40. Decisions of the board at any meeting shall be determined by a majority of votes of those directors present.
41. There is a way to make a board or board committee decision without calling or holding a meeting. A resolution in writing, signed by all the directors is as valid as if it had been passed at a meeting of the board or board committee. A copy of every such resolution shall be kept with the minutes of the proceedings of the board or board committee.
42. A director may participate in a meeting of the board or of a board committee by means of telephone or such other communications facilities as permits all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
43. A director who is present at a meeting of the board or a board committee is deemed to have consented to any resolution passed or action taken at that meeting unless he or she requests that his or her dissent be entered in the minutes of the meeting.
44. Directors perform the duties imposed on them and exercise the powers conferred on them by resolution at a duly called board meeting at which a quorum is present. Individual directors have no authority outside of board meetings and should conduct their relationships with staff and the public on that basis.

OFFICERS AND DELEGATIONS OF AUTHORITY

45. The Officers of the Corporation shall be the:
- a) CGO of the Board of Directors;
 - b) Vice CGO of the Board of Directors;
 - c) Executive Director; and,
 - d) Secretary.
46. The CGO and Vice CGO of the board will be elected from among the directors at the first board meeting following the annual meeting. The secretary need not be a director. If the secretary is a member of the staff, the board will ratify his/her appointment as an officer each year at the first board meeting following the annual meeting.
47. The powers, duties and responsibilities of the officers will be determined by the board of directors and outlined in the policies. Unless restricted by letters patent or bylaws, the board of directors may delegate authority levels to exercise powers, execute instruments, contracts, etc. Unless restricted by letters patent, bylaws or policy, these authority levels may be further sub-delegated.
48. The CGO shall lead the board and ensure its effectiveness by:
- a) presiding over meetings of the Corporation and the board;
 - b) ensuring their orderly deliberation and decision-making;
 - c) reviewing and ensuring the completeness of their agendas and minutes; and
 - d) fulfilling other responsibilities assigned by the board.
49. The Vice CGO shall take over the CGO's duties in the absence of the CGO and other duties as delegated.
50. In the absence of the CGO and Vice CGO, the directors present will select from among themselves someone to act on behalf of the CGO.
51. The executive director shall ensure the financial books and records of the Corporation are maintained. The executive director shall also have such other powers and duties, if any, as may be assigned to him or her by the board of directors from time to time.

52. The banking business of the Corporation shall be transacted with such banks or other recognized financial institutions as may be designated by the board. Such banking business, or any part thereof, shall be transacted under such agreements, instruments and other delegations of power as the board may from time to time prescribe or authorize.
53. The board may by resolution authorize the Corporation to borrow money from a bank or other recognized lending institution if and when required, and may, as collateral, pledge or mortgage the assets or any portion of the assets of the Corporation.
54. The secretary shall give notices and maintain the books and records (non-financial) of the Corporation including:
- a) all appointments of officers;
 - b) the names of the directors present at each meeting of the Board and each meeting of any committee of the board;
 - c) the minutes, including all resolutions and proceedings at all meetings of the members, the board, and board committees;
 - d) a register of members entitled to vote at meetings; and,
 - e) any matter required by the letters patent to be recorded by the board of directors.
55. The secretary shall have the custody of the corporate seal, and shall be empowered to certify as to the form and content of any document issued by the Corporation under the corporate seal or otherwise as may be required.
56. The executive director shall:
- a) act as the chief executive officer of the Corporation;
 - b) direct and ensure the effective and efficient operation of the business and affairs of the Corporation;
 - c) comply with the letters patent, bylaws and policies of the Corporation;
 - d) shall not be a member of the board of directors; and,
 - e) report to the board.
57. The executive director has the right to attend and speak at all meetings of the board and its committees; however, the board may hold brief in-camera sessions at these meetings in the absence of the executive director in order to review his or her performance and to deal with significant governance matters not benefiting from his or her presence.

58. The board of directors shall have the power to appoint officers, staff and/or directors on behalf of the Corporation to sign specific contracts, documents or instruments in writing generally. Where required, the seal of the Corporation may be affixed to such contracts, documents and instrument in writing.

BOARD COMMITTEES

59. The board of directors may establish and may dissolve from time to time standing committees and ad hoc committees of the board to deal with matters delegated by the board.

60. The chairs of standing committees shall be directors elected from among the directors. The chairs of standing committees may be recommended for nomination by a nominating committee that may be combined with other committees as the board sees fit.

61. Members of standing committees of the board need not be directors but shall be appointed by the board.

62. A majority of the committee members shall constitute a quorum of the committee.

63. Decisions of the committee at any meeting shall be determined by a majority of votes of those committee members present.

64. With the exception of the nominating committee, the CGO is a non-voting ex-officio member of all board committees.

65. Standing committees of the board shall meet at least once annually, and the committee chair may set regular meeting dates as needed to complete delegated responsibilities.

CONFLICTS OF INTEREST

66. Directors and officers shall:

- a) other than as prescribed, avoid and refrain from involvement in or situations of conflict of interest;
- b) disclose honestly their assessment of their individual conflicts of interest, if any, as prescribed; and,
- c) disclose their interest, in any way, directly or indirectly, in a proposed or existing contract or transaction with the Ontario's Highlands Tourism Organization, and shall refrain from participating in the matter.

INDEMNIFICATION

67. Subject to the letters patent, the Corporation shall indemnify the directors and officers who act or acted at the Corporation's request against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation if he or she acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that this conduct was lawful.

FINANCIAL YEAR

68. The financial year end of the Corporation shall be March 31.

TRANSITION

69. The board of directors is explicitly empowered to take reasonable steps to enable a smooth transition to the new General Bylaws. For example:

- a) The board may deem all members at a specific date will be approved as members in good standing as of the effective date of the bylaws, so that only future members would need to apply for membership;
- b) The board may put in place a method to introduce the staggering of terms of board members, such that one third of the board has terms that end in one year, in two years and in three years from the effective date of these bylaws. If the board members agree unanimously, this can be implemented by board resolution. If not, then the members would make this decision by ballot at the AGM: those board members receiving the most votes would have a three year term, for example;
- c) Previously established committees may continue to operate for a period of months while completing substantive work before their dissolution or consolidation takes effect.

BYLAWS AND AMENDMENTS

70. The bylaws of the Corporation may be repealed, varied, added to or amended at any annual meeting of the members or at a special meeting called for that purpose, provided that the notice of motion to repeal, vary, add to or amend is in the hands of the secretary at least fifteen (15) days before the date of such special meeting; or they may be repealed, varied, added to or amended by the board of directors at any regular meeting of the board or at a special meeting called for the purpose, provided that such repeal, variance, addition or amendment by the board shall only have force until the next annual meeting of the members and if not ratified by the majority of members present at that meeting it shall from that time cease to have force; and provided further that the repeal or amendment of bylaws not embodied in the letters patent shall not be enforced or acted upon until the approval of appropriate regulatory bodies, if applicable, has been obtained.

INTERPRETATION

71. In these General Bylaws and in all other policies of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural member or the feminine gender, as the case may be and vice versa and references to persons shall include firms and Corporations.

Passed by the board of directors and sealed with this corporate seal this 13th day of September, 2016.



Board CGO



Secretary

Ratified by the membership on the 24th day of October, 2016.

Secretary 
