



# **DEVELOPMENT CORPORATION SOCIETY BYLAWS**

**November 2023**

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## **ARTICLE 1: DEFINITIONS**

- 1.1 In these bylaws, and all other bylaws of the Society, unless the context otherwise requires:
- a) “Act” means the Societies Act of British Columbia, as amended from time to time.
  - b) “Bylaw” means any bylaw of the Society as adopted and amended from time to time.
  - c) “Directors” mean the Directors of the Society duly elected or appointed.
  - d) “Board of Directors” or “the Board” means the allotted combination of elected and appointed Directors acting as a whole
  - e) “Partner(s)” means the persons or group of people who support; provide input or advice to the Society.
  - f) “Registered address” of a partner, means their address as recorded in the register of partners.
  - g) “Society” means (Destination Osoyoos Development Society)
  - h) “Member(s)” means those who are paid up partners of the Society and shall be referred to as "members" collectively and singularly as a "member").

1.2 The words importing the singular include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

1.3 The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 1: GUIDING POLICIES**

1.4 The Society shall adhere and be guided by the Societies Act of British Columbia

1.5 The Society shall adhere and be guided by Roberts Rules of Order

1.6 Amendments to this By-law Manual must be in accordance to the Societies Act of BC.

To change bylaws, the change must be authorized by the Board by special resolution and then submit a bylaw alteration application through BC Society (the approved change may be completed online)

## **ARTICLE 2: HEAD OFFICE**

### **2.1 Head Office**

The location of the Head Office is 9912 BC 3, Osoyoos B.C.

The Board of Directors may from time to time by resolution fix the location of the head office of the Society within Osoyoos designated as such by the Society's constitution or by special resolution of the Society.

### **2.2 Records**

The Board of Directors (hereinafter referred to as "the Board") shall keep all Society books and records at the head office of the Society or at such other place as it shall determine, and such records may be inspected by the Voting partners of the Society at any reasonable time.

## **ARTICLE 3: PARTNERS OF THE SOCIETY**

### **3.1 Partners**

Partners of the Society will be businesses, Societies, or government bodies within Osoyoos, Rural Area 'A', and the Osoyoos Indian Band.

### **3.2 New Partners**

Businesses, Societies, or government bodies not on the roster of partners may, through written application, become a partner of the Society subject to meeting all aspects of the criteria as laid out for that business type.

### **3.3 Membership Classes of Partners**

Membership in the Society, whether Voting or Non-Voting, may be open to any person representing a tourism society or tourism - related body within Osoyoos, OIB Lands or RDOS Rural Area 'A' provided they possess a valid Business Licence within the Town of Osoyoos where required.

Such party and any applicants outside of these qualifications shall apply in writing to the Directors for membership in the Society, whose decision shall be final and may be given without reasons, and upon acceptance by the Directors, such person shall be a member.

There shall be two classes of members of the Society as follows:

(i) **Voting Members** -

- shall be entitled to all rights and subject to all obligations of membership
- shall be entitled to attend, speak and vote at any meeting of the members;

Such party shall be a Voting Member if they have paid the membership fee (rate to be determined by the Board and may be varied from time to time) for the previous or current fiscal year of the Society, otherwise they shall be non-Voting members.

(ii) **Non-Voting Members**

- shall be entitled to notice of and attend and speak at all meetings for members
- no non-Voting member shall be entitled to vote at any such meeting
- nor to be elected as a Director or officer of the Society;

Such party will not be required to have paid the membership fee for the current fiscal year of the Society determining they shall be Non-Voting members.

### 3.4 Disqualification of Partner

Any partner business, Society or government body that fails to maintain compliance with any part of the partner criteria or that fails to adhere to the code of conduct of the Society will be advised in writing of the discrepancy.

The partner business, Society or government body will be given 30 business days from the receipt of the notice to remedy all areas of the discrepancy.

After review of the partner's submission the Board may disqualify that business, Society or government body from receiving any further benefits of the Society.

### 3.5 Partners Voting Eligibility

All partners that are in good standing and that have paid the membership fee within the previous 12 months are eligible to vote at any annual, regular or special meeting of the Society.

### 3.6 Partners in Good Standing

All Voting partners are in good standing *except* a partner who has failed to pay any subscription or debt due and owed by them to the Society beyond the terms of all contracts with the Society or who has failed to pay the membership fee within the previous 12 months.

### 3.7 Partner Voluntary Resignation

Voluntary resignation will be accepted from any partner submitting either mail, fax, or email written by notice of resignation including the date of that correspondence. Resignation will take effect immediately upon receipt of such notice.

#### **ARTICLE 4: MEETINGS OF THE PARTNERS**

4.1 All meetings shall be governed by Roberts Rules of Order.

##### **4.2 General Meetings**

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

##### **4.3 Annual General Meeting**

The Annual General Meeting of the partners of the Society shall be held at any place within Osoyoos, British Columbia, Osoyoos Indian Band lands, or lands within Rural Area "A" on a chosen day in each calendar year, as per the Society Act, and at such time as the Board may by resolution determine.

At Annual General Meetings there shall be presented:

- a report to the partners of the affairs of the Society,
- the auditor's report,
- any financial statements as shall be required by the Act,
- information or reports relating to the Society's affairs as the Board may determine

##### **4.4 Special General Meeting**

Every general meeting, other than an Annual General Meeting, is a special general meeting.

A special general meeting of the Voting partners of the Society may be called at any time by the Board *or* by a written requisition pursuant to the Act, of 10% (ten per cent) of the Voting partners of the Society.

In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.

##### **4.5 Directions to the Board**

At any meeting of the Voting partners, subject to the provisions of the Act relating to notice set out below, and in furtherance of the purposes set out in the Constitution;

resolutions may be passed directing the Board to exercise any power, duty or function that is by the Constitution *or* by these bylaws conferred upon the Board.

Without limiting the generality of the foregoing, a meeting of the Voting partners may direct the Board respecting the creation of and the duties of any Standing Committee, Subcommittee, Ad Hoc Committee or Task Force, including the Voting partners to be appointed thereto.

#### 4.6 Notice of Meeting

Notice stating the day, hour and place of a meeting of the Partners and the general nature of the business to be transacted shall be given to each Voting partner and the auditor of the Society at least ten (10) business days before the date of every meeting.

A meeting of partners for any purpose at any date and time and at any place within Osoyoos, British Columbia, Osoyoos Indian Band lands, or lands within Rural Area "A" *may be held without notice*

- *if* all the Voting partners are present in person at such meeting  
*or*
- if all the absent Voting partners entitled to vote at such meeting being held, assent, and such assent may be validly given either before or after the meeting to which such assent relates.

#### 4.7 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Voting partner(s) by the Secretary-Treasurer of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of partners.

#### 4.8 Voting

Voting shall be governed by Roberts Rules of Order.

At any meeting of Voting Director/partners, each Voting partner shall be entitled to one vote provided such right to vote may be exercised only by the official representative or alternate of the partner.

Every question submitted to any meeting of the Voting partners shall be decided in the first instance by a majority of votes given on a show of hands, unless a poll was demanded by a Voting partner attending thereat.

The Chairperson shall declare the outcome.

#### 4.9 Polls

Polls shall be governed by Roberts Rules of Order.

#### 4.10 Chairperson

In the absence of the Chair or Vice-Chair, the Voting partners shall choose another member of the Board as Chairperson and if no members of the Board are present or if all the members of the Board present decline to act as Chairperson, the Voting partners present shall choose one of the Voting partners present to be Chairperson. Without a quorum of the Board no business or actions at such a meeting will take place.

#### 4.11 Adjournments

Adjournments shall be governed by Roberts Rules of Order.

The Chairperson may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice to the time and place for the holding of the adjourned meeting need be given to the Voting partners.

Any business may be brought before or dealt with at any adjourned meeting, which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### 4.12 Quorum

The presence of at least half (50%) of the Voting Membership of the Board shall be a quorum of any meeting of partners.

No business shall be transacted at any meeting unless the requisite quorum shall be present. If, within one half hour of the time the meeting has been called, a quorum of the members has not attended such meeting, the Chairperson may designate another time and place for such meeting to be held or hold the meeting providing no action is taken without first having received approval of recommendations from the meeting by a sufficient number of Directors to establish a quorum.

#### 4.13 Minutes

The Secretary-Treasurer shall cause to be kept minutes of all meetings of the Society. In the absence of the Secretary-Treasurer from a meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

#### 4.14 Special Resolution

Whereby the Act, or by these bylaws, a special resolution of a meeting of the Voting partners of the Society is required, unless otherwise provided herein, or unless otherwise provided in the Act, such special resolution shall require a three-quarters' majority of the Voting partners present at a special general meeting called for the purposes of passing such special resolution.



## **ARTICLE 5: DIRECTORS AND OFFICERS**

### **5.1 Powers**

The affairs of the Society shall be managed by a Board of Directors which exercises all such powers and do all such acts as deemed necessary to carry on the business of the Society as per the Constitution and Bylaws.

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

### **5.2 Composition of the Board**

The Board will be comprised of up to eleven (11) Voting Directors and a number of Non-Voting Directors comprised of appointees from partners such as (but not limited to) the OHMA, Town of Osoyoos, RDOS Area “A”, and the OIB with the remainder of the Directors either elected from among the stakeholders or appointed by the Board of Directors.

This Board structure may change from time to time as defined in Destination Osoyoos’ Governance Policy.

The new Board of Directors will, from amongst themselves, elect three (3) officers: the Chair, Vice-Chair, and a Secretary-Treasurer.

### **5.3 First Meeting of the Board**

The newly elected Directors shall meet within 14 days upon the adjournment of the Annual General Meeting to:

- a) Elect the Chair
- b) Elect Board Officers
- c) Confirm Board Appointments
- d) Confirm Committee Appointments
- e) Conduct any other business the Board so chooses.

### **5.4 Voting at Board Meetings**

Every person elected or appointed to the Board may vote at the meetings of the Board (as noted in the class of Membership Section 3.3)

### **5.5 Term of Office**

The term of office for Directors shall be for 2 years and shall be staggered so that at each AGM only some Directors shall retire from office and their successors will be elected or appointed.

This is noted in the Terms of Directors section of the Society Governance Manual.

### 5.6 Vacancies

If, by resignation or otherwise, the Board does not have the full complement of three (3) elected Directors, the Board may at any time and from time to time appoint a Voting Director/partner as a Director to fill such a vacancy in the Board.

The Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society but is eligible for re-election at the meeting.

### 5.7 Remuneration of Members of the Board

The members of the Board shall serve without remuneration.

No Member of the Board shall directly or indirectly receive any profit from their position

A member of the Board shall be reimbursed for all expenses necessary and reasonably incurred and approved by the Board.

## **ARTICLE 6: MEETINGS OF THE BOARD**

### 6.1 Meetings

The Board of Directors shall meet in person a minimum of six (6) times annually.

### 6.2 Place of Meetings

Meetings of the Board may be held either at the head office of the Society or at any other place within the Osoyoos British Columbia, Osoyoos Indian Band lands, or lands within Rural Area "A".

### 6.3 Notice

A meeting of the Board may be convened at any time by the Chair or Vice-Chair or any two (2) Members of the Board; and the Secretary-Treasurer.

If so directed, the Board shall convene a meeting. Notice of any meeting of the Board stating the day, hour and place of meeting shall be sent to each member of the Board at least ten (10) business days before the meeting is to take place; provided always that the meeting of the Board may be held at any time without formal notice if 60% (sixty per cent) of the members of the Board are present and all reasonable effort has been made to contact each Board member.

#### 6.4 Quorum

The quorum of the Voting Board Members shall consist of at least fifty percent (50%) of the Voting Directors present in person, one of who must be the Chair, Vice-Chair, or Secretary-Treasurer.

The Chair shall be the Chairperson of all meetings of the Directors, but if the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, Vice-Chair shall act as a Chairperson.

If neither is present the Directors present may choose one of their members to be Chairperson of that meeting.

#### 6.5 Minutes

The Secretary-Treasurer shall be responsible to ensure that minutes of all meetings of the Board are kept, including conference calls.

In the absence of the Secretary-Treasurer from any meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

#### 6.6 Voting

Questions arising at any meeting of the Directors and any Committee of Board shall be decided by a majority of votes. The Chairperson does not vote except in the case of a tie vote.

#### 6.7 Resolutions of the Board

All motions passed by the majority vote of the Board shall be resolved.

The minutes will reflect the motions and voting of such motions including Mover, Secunder and Vote outcome.

Motions may be made and voted upon via digital processes such as email or text providing that the minutes of such motions and voting is documented in the meeting minutes and the outcome of the vote is provided to the Board.

The minutes of a digital meeting will also the methods of the meeting and reflect the motions and voting of such motions including Mover, Secunder and Vote outcome.

A resolution will be noted in the minutes of the Board Meeting is as valid and effective as if regularly passed at a meeting of Directors.

### **ARTICLE 7: COMMITTEES AND TASK FORCES**

7.1 Standing Committees. The standing committees of the Society are:

- Executive Committee
- Governance and Nominating Committee
- Finance and Audit Committee

The terms of reference for each of the above committees shall be defined within the Board Policy Manual.

### 7.2 Special Committees and Task Forces

The Board may, from time to time, appoint such special committees and/or task forces as may be deemed fit.

No policies shall be initiated, and no action shall be taken by any committee and/or task force without the prior approval of the Board, who may delegate any, but not all of their powers to such committee and/or task force.

All committees and/or task forces so formed shall consist of at least one (1) Board member, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board after it has been done.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes.

## **ARTICLE 8: PROCEDURE FOR NOMINATIONS AND ELECTIONS**

### 8.1 Nominating Committee

The Nominating Committee is the Governance Committee.

The committee shall meet and prepare a slate of nominations for the ensuing year. This slate may only include Voting Partners of the Society that are in good standing. In preparing the said slate, the nominating committee shall be subject to the provision of this bylaw.

### 8.2 Nominations to the Board of Director

Not less than seventy-five (75) days prior to the Annual General Meeting of the Partners, the nominating committee shall present to the Board nominations of Voting partners of the Society in good standing.

The names of all such nominees shall be forwarded to all Voting partners of the Society at least sixty (60) days prior to the Annual General Meeting of the partners. Additional nominations of Voting Partners of the Society in good standing for the positions to be filled at the forthcoming Annual General Meeting of partners may be made by instrument in writing, signed by four (4) Voting partners other than the nominee, and delivered to the Chair of the Nominating Committee.

The nominations for elections of such positions shall be closed at least forty-five (45) calendar days prior to the Annual General Meeting.

### 8.3 Election to the Board of Directors

A form listing the names of all duly nominated Voting Partners for election together with election procedures for electronic Voting, will be distributed to all Voting partners of the Society at least thirty (30) calendar days prior to the Annual General Meeting.

The deadline for receipt of a completed electronic vote through the Society's chosen Voting electronic system is fifteen (15) calendar days after the distribution of the form.

The complete voting process including the electronic process will be noted in the Society Governance Manual.

### 8.4 Vote Count

The Society's Auditor will count the electronic votes and will report the election results to the Board.

The Auditor shall determine the validity of all electronic votes.

The Auditor shall destroy the electronic votes no less than seven (7) calendar days after the Annual General Meeting.

## ARTICLE 9: FINANCE

### 9.1 Borrowing

Subject to the provisions of the Societies Act, in order to carry out the purpose of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide. Provided, however, that no debenture may be issued without the sanction of a special resolution.

### 9.2 Restraints

In order not to restrict future Boards, the Destination Osoyoos Development Society amount of loans each year must not exceed the income of the Society for that fiscal year.

### 9.3 Records

The finances of the Society shall be under the control of the Secretary-Treasurer who shall be responsible for the maintaining of proper accounting records and insure that all monies of the Society shall be kept on deposit in a chartered bank, credit union or trust company.

#### 9.4 Current Operating Account

The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the Directors.

All current operating incomes and dues received shall be deposited in this account, out of which normal operating expenses shall be paid.

The Secretary-Treasurer shall present an up to date financial report at each Board meeting.

#### 9.5 Savings Account

The Board may maintain savings accounts or invest in short term bank deposits as may be advantageous to the Society.

The Board shall insure that all conditions of deposit have been adhered to.

#### 9.6 Signing Authorities

The signing authorities at all bank accounts shall be any two (2) of the following:

- 1) Chair
- 2) Vice-Chair
- 3) Secretary-Treasurer
- 4) Executive Director

#### 9.7 Presentation to Partners

The Secretary-Treasurer shall present up to date financial statements to partners at the Annual General Meeting.

The auditors appointed by the Board shall firstly approve all financial statements.

### **ARTICLE 10: OFFICERS**

#### 10.1 Election/Appointment of Officers

As provided in clauses 5.5 and 5.6, the Chair, Vice-Chair and Secretary-Treasurer shall be elected by the Board.

#### 10.2 Appointment of Executive Director

The Board may appoint an Executive Director, who shall devote a full time employment role to the affairs and operations of the Society.

The Executive Director shall have such authority and shall perform such duties as are outlined in the Governance Policy Manual.

The Executive Director is not a Voting Member of the Board.

The Executive Director shall have the right to attend the meetings of the Board

The Executive Director shall be entitled to add to the conversation and discussion of the meetings of the Board.

### 10.3 Delegation of Duties of Officers

In case of the Chairs' or any other Officers' absence or inability to act, the Board may delegate all or any of the powers of such Officer to any other Officer or to any member of the Board for the time being.

This delegation shall be agreed upon by a motion and vote of the Board

### 10.4 Chair

The Chair shall, when present, preside at all meetings of the Board and of the partners of the Society.

The Chair shall possess and may exercise such powers and shall perform such duties as are outlined in the Governance Policies.

### 10.5 Vice-Chair

The Vice-Chair shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

### 10.6 Secretary-Treasurer

The Secretary-Treasurer shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

## **ARTICLE 11: EXECUTION OF CONTRACTS**

No such contracts, documents or instruments in writing shall be signed by any Officer of the Society unless approved by the Board.

Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Society may be signed by any two (2) of the following

- 1) Chair
- 2) Vice-Chair
- 3) Secretary-Treasurer
- 4) Executive Director

All contracts, documents or instruments in writing so signed shall be binding upon the Society without further authorization or formality, unless the Board otherwise directs.

The seal of the Society may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, person or persons, authorized as aforesaid by resolution of the Board.

## **ARTICLE 12: FISCAL YEAR**

The fiscal period of the Society shall terminate on the 31st day of December in each year, or on such other date as the Board may by resolution determine.

## **ARTICLE 13: AUDITOR**

At each Annual General Meeting of the Society an auditor shall be appointed to hold office until they are re-elected or their successor is elected at the next Annual General Meeting.

An auditor may be removed at any time, by ordinary resolution of the Society.

An auditor shall be informed forthwith in writing of their appointment or removal.

No Directors and no employee of the Society shall be an auditor.

The auditor may attend any meetings of the partners of the Society and may attend the Annual General Meeting.

## **ARTICLE 14: BYLAWS**

14.1 All Voting partners are entitled to and the Society shall provide, without charge, a copy of the Constitution and Bylaws of the Society.

14.2 These bylaws shall not be altered or added to except by Special Resolution

## **ARTICLE 15: WINDUP OR DISSOLUTION**

15.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision was previously unalterable.