

**BY-LAW #1 OF  
TTRA - TRAVEL AND TOURISM RESEARCH ASSOCIATION - CANADA**

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF BUSINESS  
AND THE AFFAIRS OF THE ASSOCIATION**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Travel and Tourism Research Association - Canada (hereinafter called "the Association") as follows:

ARTICLE 1:

INTERPRETATION

In this by-law and all other by-laws of the Association, lest the context otherwise specifies or requires:

- 1.1 "Association" and "Chapter" mean the Travel and Tourism Research Association - Canada
- 1.2 "Board" means the Board of Directors of the Association.
- 1.3 "Executive Committee" refers to all Officers of the Association and the Chairperson of the Board.
- 1.4 "Meeting of the Board" shall be defined to be any of the following:
  - 1.4.1 A properly constituted face-to-face meeting of enough Board members to constitute a quorum.
  - 1.4.2 A properly constituted meeting of the Board that is held by conference telephone call, video conference call, satellite connection, or other means that, in the opinion of the Executive Committee, allows each Board member to deliberate and consider matters related to the Association in a manner similar to that which would have occurred had they been involved in a face-to-face meeting and where all Board members or Officers, as the case may be, consent to such a meeting.
- 1.5 "Nominating Committee" means the persons appointed by the Board, including the Chairperson who will act as a Chair.
- 1.6 "Officers" of the Association means the Chairperson, President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President and Secretary-Treasurer.
- 1.7 "TTRA" or "Travel and Tourism Research Association" (without the suffix "Canada") means the international organization of which TTRA - Canada is a Chapter.
- 1.8 Words importing the singular number include the plural and vice versa.
- 1.9 Words importing the masculine gender include feminine and neutral genders.
- 1.10 The word, "person", includes individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, and unincorporated organizations.

## ARTICLE 2:

### OPERATIONS

- 2.1 The Board may from time to time by resolution fix the location of the head office of the Association in accordance with the provisions of article 24 of the *Canada Corporations Act*.
- 2.2 The fiscal year of the Association shall be January 1 to December 31.
- 2.3 The corporate seal shall remain at the head office of the Association.
- 2.4 The President will act as the signatory for Association. If the President is unable to sign, he may designate the First Vice-President to sign on his behalf.
- 2.5 The Secretary-Treasurer shall sign any required documents for operational purposes including day to day finances.

## ARTICLE 3:

### PURPOSE

- 3.1 The Association shall be a non-profit organization whose major purpose is to increase the quality, value, effectiveness, and the use of research in travel marketing, planning, and development. The purpose of the Association is identical to that of TTRA but is dedicated to the members of the Canadian chapter:
  - 3.1.1 To serve as a forum for the exchange of ideas and information among members in research, marketing and planning through publications, conferences and networking.
  - 3.1.2 To encourage professional development and cooperation between producers and users of travel research.
  - 3.1.4 To facilitate access to sources of information to support research efforts, and to collect and disseminate research of interest to the travel and tourism industry.
  - 3.1.5 To support the continual improvement and availability of timely and relevant research for the travel and tourism industry.
  - 3.1.6 To foster the development and travel and tourism research and related curricula in post-secondary programs.
  - 3.1.7 To promote the development and application of professional research in the travel and tourism industry.

## ARTICLE 4:

### MEMBERSHIP

- 4.1 Membership categories for the Association shall be those that are defined by the Travel and Tourism Research Association (TTRA). All members of the Chapter shall be members in good standing of TTRA.
- 4.2 Each member of the Association is entitled to one (1) vote, with the exception of student members, who shall not be entitled to vote.
- 4.3 All members of the Association shall be assessed annual dues by TTRA.

- 4.4 The Association may impose Chapter dues. The amount of any dues or dues increase shall first be subject to approval by the Board of Directors of the Association; if approved, the proposed dues will then be submitted to the Board of TTRA for final approval. No dues shall be collected before the approval of the Board of TTRA. All dues shall be paid to the headquarters of TTRA.
- 4.5 Members may withdraw their membership by either advising the Board, in writing, of their intention or by not paying their annual membership dues by a date specified by the Board of TTRA for receipt of annual dues.

## ARTICLE 5:

### OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 There shall be an Executive Committee composed of the Officers, as elected according to this by-law.
- 5.2 The Chairman of the Board is charged with the responsibility of maintaining continuity of activities from one year to the next and providing a liaison between Officers and Directors of the Association.
- 5.3 The President shall be the Chief Executive Officer of the Association and shall preside at all meetings and appoint all Committee Chairpersons and members, subject to such procedures as are from time to time set out by the Board.
- 5.4 The 1<sup>st</sup> Vice-President shall assist the President whenever required and shall assume the duties of the President in his absence.
- 5.4.1 The 1<sup>st</sup> Vice-President will manage all aspects of Chapter membership and act as the association liaison for the chapter **and/or** any other duties as required by the President.
- 5.5 The 2<sup>nd</sup> Vice-President shall assist the 1<sup>st</sup> Vice-President whenever required and assume the duties of the 1<sup>st</sup> Vice-President in his absence.
- 5.5.1 The duties of the 2<sup>nd</sup> Vice-President will include the organization of the annual conference **and/or** any other duties as required by the President.
- 5.6 The Secretary-Treasurer shall be responsible for overseeing all financial and administrative affairs of the Association, within the framework of fiscal controls as adopted by the Board. The Secretary-Treasurer shall be responsible for recording and maintaining the minutes of all official meetings of the Executive Committee and the Board, and shall be responsible for other such duties as are from time to time assigned to him. The Board may decide to hire staff or contract services to execute functions of the Secretary- Treasurer as needed.
- 5.7 The Executive Committee shall carry out such responsibility as may be assigned to it by the Board. The Executive Committee may also initiate action between Board meetings, which shall be subject to ratification at a meeting of the Board, as defined by this bylaw.
- 5.8 All Officers of the Association must be members in good standing of TTRA.
- 5.9 The Officers of the Association shall be elected by simple majority vote of the Board. Vacancies that occur among the Officers between annual meetings may be filled by action of the Board.
- 5.10 All Officers of the Board shall be selected from the Directors. The Director position previously filled by any Officer shall become vacant.

- 5.11 All Officers shall serve for one year and may be appointed for a second term, subject to the ratification of the Board.
  - 5.11.1 Subject to the ratification of the Board, the President shall become the Chairperson after the 1<sup>st</sup> Vice-President has served a maximum of two years.
  - 5.11.2 Subject to the ratification of the Board, the 1<sup>st</sup> Vice-President shall become President after the President has served a maximum of two years. The 2<sup>nd</sup> Vice-President will become the 1<sup>st</sup> Vice-President, subject to the ratification of the Board.
  - 5.11.3 Subject to the ratification of the Board, the Officer serving as the Secretary-Treasurer maybe appointed for longer than two years.
- 5.12 An Officer or member of the Executive Committee may be removed from office by a vote of two-thirds of all Board members at a meeting of the Board.

## ARTICLE 6:

### BOARD OF DIRECTORS

- 6.1 The Board shall be composed of the four Officers, eight elected members (the Directors) and the Chairman of the Board who shall be the Association's immediate past President.
- 6.2 The Directors of the Association must be members in good standing of TTRA and elected by vote of the Association membership.
- 6.3 Vacancies that occur among the Directors between annual meetings may be filled by the Board.
- 6.4 The Board shall have the following powers:
  - 6.4.1 The power to manage business affairs of the Association.
  - 6.4.2 The power to adopt, amend or appeal by-laws of the Association subject to the review and approval of the TTRA Board of Directors and the Association membership.
  - 6.4.3 The power to relieve an Officer or Director of his duties by a vote of not less than two-thirds of the members of the Board.
- 6.1 Directors and Officers are expected to attend a minimum of 2 of the 3 annual Board meetings, at their own expense and be actively involved in one or more committees. In special circumstances the Board may from time to time by resolution offer reimbursement to any Director or Officer attending such meetings. Confirmation of any such resolution by the Association is not required.
- 6.2 Directors shall serve for two years. Any a Director serving a partial term, at the end of this partial term shall be eligible to be re-elected for a full term.
- 6.3 Director shall be eligible to serve on the Board for a maximum of three full terms, if successfully elected, after which time the Director may not be re-elected for a period of two years.
- 6.4 Directors and Officers shall not receive compensation for their normal services as a Director or Officer. The Board may from time to time by resolution award special remuneration to any Director or Officer undertaking any special services on behalf of the Association other than the routine work ordinarily required. Confirmation of any such resolution by the Association is not required.
- 6.5 Every Director and Officer of the Association shall disclose the nature and extent of any material interest that may be affected by his position on the Board.

- 6.6 No Director or Officer of the Association, now and hereafter elected, shall be personally liable to its creditors for any indebtedness or any other liability; creditors shall look only to assets of the Association for satisfaction or payment.
- 6.7 No assets of this Association shall accrue to the benefit of any Officer or Director, individually or severally, unless it occurs as compensation duly approved by the Board.

#### ARTICLE 7:

##### NOMINATIONS AND ELECTIONS

- 7.1 The Nominating Committee shall solicit all members of the Association for nominations by a date set at the Annual General Meeting, asking for suggested candidates for Directors by means of a written, faxed or electronic form.
- 7.2 The Nominating Committee shall review the nominations and ensure the eligibility of all candidates. The Nominating Committee shall conduct an election by paper or electronic ballot among the members of the Association for the new slate of Directors that will be chosen for that year.
- 7.3 The Nominating Committee shall notify the members of the Association by mail, fax or electronic mail of the results of the election of the Board.
- 7.4 The terms of the newly-elected Directors and appointed Officers shall begin on January 1 of the next following fiscal year.
- 7.5 The Board shall elect its new slate of Officers at the Board meeting that precedes the election of the new Board.

#### ARTICLE 8:

##### MEETINGS

- 8.1 The Annual General Meeting of the Association shall be held each year at a time and place selected by the Board. Unless unusual circumstance require otherwise, this Annual General Meeting shall be held in conjunction with the Annual Conference of the Association. The Meeting shall be held in Canada unless otherwise resolved by the Board. Members shall be advised of the date and location of the Annual General Meeting by mail, fax or electronic mail, at least one month prior to the meeting.
- 8.2 The quorum for the Annual General Meeting shall be 10 percent of the members in good standing at the time of the meeting. Decisions shall be determined by a majority of the voting members who are in attendance, except where the *Canada Corporations Act* or this by-law provide otherwise.
- 8.3 Where special business is to be transacted at a meeting, the notice of meeting shall contain sufficient information to permit a member to make a reasoned judgment on the decision to be taken.
- 8.4 Meetings of the Board will be held three times per year, and will normally occur at the following times:
  - 8.3.1 In January or February of each year, at the discretion of the President

- 8.3.2 In the spring/summer of the year, possibly in conjunction with the TTRA International Conference
- 8.3.3 At the Annual Conference of the Association held in the fall of the year.
- 8.5 Notice of all meetings of the Board shall be provided to the Directors at least two weeks in advance of the meeting.
- 8.6 The required quorum for a meeting of the Board is six members, who represent both the Officers and the Directors. At least one of the President or 1<sup>st</sup> Vice-President must be in attendance.
- 8.7 All Officers and Directors shall have one vote at Board Meetings excluding the Chair, who will vote only in the case of a tie.
- 8.8 Meetings shall be conducted under Robert's Rules of Order.
- 8.9 The results of a vote shall be determined by a simple majority of the board members present.
- 8.10 When necessary, or at the discretion of the President, the Executive Committee will meet contiguous to Board meetings. When a meeting of the Executive is held contiguous to a Board meeting, that meeting will normally be held at the same location as the Board. When a meeting of the Executive is called by the President, the location of the meeting shall be at the President's discretion. Members of the Executive Committee shall be given at least two week's notice by mail, telephone, fax, or electronic mail prior to the meeting.
- 8.11 The presence of two members of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee if at least two week's notice of the proposed meeting date has been given.

#### ARTICLE 9:

##### AMENDING BY-LAWS

- 9.1 Members of the Association may at any time submit proposed amendments to these by-laws in writing to the Board. Upon approval of the Board, the proposed amendments shall be submitted to the TTRA Board of Directors for review and approval. When approved, the proposed amendments shall be submitted to the Association membership for ratification by mailed, faxed or electronic ballot, with a simple majority affirmative vote of those responding within the election period being necessary for adoption. The repeal or amendment of any by-law shall not be enforced or acted upon until approval of the Minister of Industry is obtained.

#### ARTICLE 10:

##### INDEMNIFICATION

- 10.1 The Association shall ascertain that every Director, Officer, or employee of the Association is appropriately indemnified against all liabilities and all expenses (including attorney's fees) reasonably incurred by him in which he may be made a party by reason of his being or having been a Director, Officer, or employee of the Association.
- 10.2 No indemnification shall be provided in relation to matters as to which he shall be finally adjudged in an action, suit, or proceeding to be liable for willful misconduct in the performance of his duties to the Association. In the event of settlement, indemnification shall be provided in connection with such matters covered by the settlement as to which a majority of the Board, after

having received the opinion of the Association's counsel, shall by resolution determine. The foregoing right of indemnification shall not be exclusive of other rights to which such Directors, Officers, or employees may be entitled.

ARTICLE 11:

ANNUAL REPORT

- 11.1 The President shall submit an Annual Report to TTRA in the form prescribed by the TTRA Board of Directors.

ARTICLE 12:

APPOINTMENT OF AUDITOR

- 12.1 A compilation of the financial accounts of the Association shall be prepared each year by a representative selected by the Board, and approved by the Association. The results of the compilation shall be reported to the members at the next Annual General Meeting.
- 12.2 Should a full audit of the accounts of the Association be required, or requested, an auditor shall be appointed by vote of the members to prepare an audit for that fiscal year. The results of the audit shall be reported to the members at the next Annual General Meeting.

ARTICLE 13:

DISSOLUTION

- 13.1 The Association may be dissolved in the same manner as these by-laws are amended.
- 13.2 Upon dissolution, the assets of the Association will be distributed by the Executive Committee to a Canadian association with interests and purposes similar to those of TTRA - Canada.