

SASKATOON DESTINATION MARKETING HOTELS INCORPORATED  
(the “Corporation”)

**BYLAWS**

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**Exclusive property of the Corporation.**

## SECTION 1: PREAMBLE

Saskatoon Destination Marketing Hotels Incorporated, also known as SDMH, is a non-profit corporation, incorporated pursuant to the provisions of *The Non-Profit Corporations Act, 2022 (Saskatchewan)*. The Corporation establishes the following as its Bylaws.

## SECTION 2: GOALS AND OBJECTIVES

The Corporation is a not-for-profit organization representing our participating members in Saskatoon area. We are the unified Voice of Hotel and Hospitality in Saskatoon; our collective success is central to the economic prosperity of our hotels. Working together for a strong, stable, and relevant hospitality sector we protect and advance the business interests of Saskatoon Destination Marketing Hotels Inc.

## SECTION 3: DEFINITIONS AND INTERPRETATIONS

In these Bylaws, unless otherwise specified:

**Act:** *The Non-Profit Corporations Act, 2022* of Saskatchewan.

**Board:** the board of directors of the Corporation.

**Bylaw:** any bylaw of the Corporation that shall be in force from time to time.

**Corporation:** Saskatoon Destination Marketing Hotels Incorporated (SDMH)

**Director:** a member of the Board.

**Destination  
Marketing**

**Agreement or “DMA”:** an Agreement in a form approved by the Board, between the Corporation and each Participating Member.

**Destination  
Marketing**

**Program or “DMP”:** a program operated by the Corporation in participation with the Members, designed to market and promote the Saskatoon area tourism industry, to improve the economic prosperity of the Members.

**Hotels:** hotels, motels, motor inns and motor hotels in the greater Saskatoon.

**Member:** a Participating, Honorary or Allied Member of the Corporation as defined in Section 5.

**Special Resolution:** a resolution which requires a 2/3 majority vote of Members to pass the resolution.

All terms contained in these Bylaws which are also defined in the Act, will have the meaning given in the Act.

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.

## **SECTION 4: REGISTERED OFFICE AND SEAL**

The head office of the Corporation will be in the City of Saskatoon, at an office as approved by the Board from time to time.

The seal of the Corporation will be decided, from time to time, by Board resolution.

## **SECTION 5: MEMBERSHIP**

### **5.1 Categories of Membership**

There will be three classes of membership in the Corporation, with the attributes, privileges and responsibilities as set out in this Section.

#### **A. Participating Membership**

Participating Membership in the Corporation will be available to hotels that meet the qualifications set out in this Section. The Corporation shall endeavor to invite Participating Membership of Hotels from all areas of greater Saskatoon to promote inclusivity and to benefit the hospitality industry in all greater Saskatoon.

There shall be only one Participating Membership available for each Hotel.

The term of Participating Membership shall be one year, subject to renewal in accordance with the policies of the Corporation. All applications for Participating Membership shall be approved by the Board.

Approval of Participating Membership and renewal of Participating Membership by the Board is contingent on the Participating Member entering into a Destination Marketing Agreement, in a form approved by the Board, and upon the continued fulfilment by the Participating Member of all its obligations under the DMA.

Each Participating Member in good standing shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

#### **B. Allied Membership**

The Board may award Allied Memberships from time to time based on Board-approved criteria and the Board may revoke Allied Membership at any time based on Board-established criteria.

Allied Members will be businesses or individuals who participate, support, or have an interest in enhancing the tourism industry in greater Saskatoon.

Allied Members may receive notice of and attend and participate in meetings of the Members but do not have the right to vote at meetings of the Members.

### **C. Honorary Membership**

The Board may award Honorary Memberships from time to time based on Board-approved criteria and the Board may revoke Honorary Membership at any time based on Board-established criteria.

Honorary Members will be individuals who have demonstrated significant leadership in the affairs of the Corporation and have actively supported and promoted the goals and objectives of the Corporation.

Honorary Members may receive notice of and attend and participate in meetings of the Members but do not have the right to vote at meetings of the Members.

## **5.2 Designated Representatives**

Members in the Corporation shall be represented by one person designated by the Member.

; The designated representatives of the Participating Members shall be entitled to become a Director and officer of the Corporation, if elected as such by the Members in the case of a Director, or if elected as such by the Directors in the case of an officer.

## **5.3 Rights and Responsibilities of Members**

All Members of the Corporation:

- a. will support the goals and objectives of the Corporation;
- b. shall be kept informed of Corporation affairs; and
- c. have the right and responsibility to advise the Board on matters of concern to the Corporation.

Participating Members of the Corporation:

- d. are entitled to vote at annual general and special meetings of the Members, provided they have been Participating Members of the Corporation for at least thirty (30) days prior to the date of the meeting and are in good standing;
- e. shall elect to the Board the designated representatives of Members who accept responsibility for furthering the purpose and goals of the Corporation.

## **5.4 Membership Transferability**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act or these Bylaws.

## **5.5 Member Suspension or Termination**

The Board shall have the authority to suspend or terminate the membership of any Member for any one or more of the following grounds, as applicable:

- a. violating any provision of the articles, Bylaws, or written policies (including codes of conduct) and/or membership agreements or contracts of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. a Member fails to maintain any of the qualifications for membership as set out in these Bylaws;
- d. the Member resigns by delivering a written resignation to the Corporation; the resignation shall be effective on the date specified in the resignation;
- e. upon resolution passed by the Board with respect to any Member who is more than three (3) months in arrears in payment of membership fees;
- f. if a Participating Member is in breach of any one of its obligations under the DMA;
- g. the Corporation is liquidated or dissolved under the Act;
- h. in the case of a Member that is a corporation, the corporation is dissolved; or
- i. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

If a Member is suspended, or their membership terminated, if the designated representative of that Member serves as a Director or officer of the Corporation, that designated representative shall be deemed to have immediately thereafter tendered their resignation as Director or officer, as the case may be.

Members are entitled to a fair hearing, as set out in a Board approved process before they can be terminated.

# **SECTION 6: MEMBER MEETINGS**

## **6.1 Notice of Member Meetings**

The Corporation shall make reasonable efforts to provide written notification of meetings to all Members of the Corporation, not more than 50 nor less than 15 days prior to the meeting.

The notice of meeting shall state the date, time, place, purpose and include the agenda and all motions for consideration.

A Member and any other person entitled to attend a meeting of Members, may waive in any manner, notice of the meeting, and attendance of that person at a meeting shall be deemed a waiver of notice of

the meeting, except where he or she attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

No error or accidental omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken, or resolutions passed at the meeting.

## **6.2 Meeting Attendees**

The Corporation will maintain a current list of Members entitled to vote and to attend Member meetings.

The only persons entitled to attend member meetings are the Members, the Directors, and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any).

Any other person may be admitted only if invited by the chair, upon direction of the Board or by resolution passed by a majority of the Members present at the meeting.

## **6.3 Quorum**

Quorum shall be a simple majority of voting Members. A quorum must be present throughout the meeting for the Members to proceed with the business of the meeting.

## **6.4 Voting**

A simple majority of voting Members present shall be sufficient to carry all motions unless stated otherwise in these Bylaws.

The chair of the meeting shall have one vote but shall not be entitled to a second or casting vote. If there is a tie vote, the resolution fails to pass.

Participating Members shall vote by a show of hands except where a ballot is demanded by a Participating Member either before or after a vote by a show of hands.

## **6.5 Meeting Chair**

The chair, or in his or her absence, the vice-chair, shall be the chair of a meeting of the Members and shall determine matters of meeting procedures.

## **6.6 Means of Participation**

Members may participate in person and/or by any virtual and electronic means which is approved by the Board.

Any virtual meeting must ensure that:

- a. a quorum can be confirmed;
- b. all participants can communicate adequately with each other during the meeting; and
- c. Participating Members can cast their votes in a secure manner.

## **6.7 Annual General Meeting**

The annual general meeting of the Corporation shall be held within four (4) months of the end of the fiscal year.

The purpose of the annual general meeting shall be:

- a. to receive the agenda and the minutes of the previous annual and any subsequent special meetings;
- b. to receive reports on the work and affairs of the Corporation, including financial statements and auditors' report;
- c. to elect directors;
- d. to appoint auditors or a reviewer for the ensuing year; and
- e. to transact any other business as may be deemed appropriate by the Board as set out in the notice of meeting.

## **6.8 Special Meetings**

A special meeting shall be called by the Board not later than sixty (60) days after the occurrence of any one of the following:

- a. a majority vote of the Board; or
- b. receipt by the Board of a written request, stating the purpose of the meeting, and signed by at least 20 % of voting Members who support the request.

The purpose of all special meetings shall be only those matters so stated in the notice of the meeting.

## **6.9 Authority to Adjourn**

Any meeting of the members, whether annual or special, may be adjourned from time to time. The adjourned meeting may reconvene at the same location or at a different location, as determined.

A vote is required to adjourn the meeting, and the chair declares the meeting adjourned after a motion to adjourn has been made and seconded by members and approved by a majority vote of members. If the time, place, and means of remote communication (if applicable) are announced at the meeting before adjournment, no additional notice is required.

If the adjournment is for more than 30 days, a notice of the new meeting date, time, and location must be sent to all members entitled to vote.

At the adjourned meeting, the Corporation may transact any business that could have been transacted at the original meeting.

If a new record date for members entitled to vote is set after adjournment, the Board must:

- Provide notice of the new record date.
- Send notice of the adjourned meeting to all members entitled to vote, in accordance with the applicable laws and the provisions of this Bylaw.

## **SECTION 7: BOARD OF DIRECTORS**

### **7.1 Board of Directors Role and Authority**

The affairs of the Corporation shall be governed by and management will be supervised by a Board of Directors. The Directors shall be appointed by the Participating Members.

The Board shall have supervision, control, and direction of the affairs of the Corporation, shall actively pursue its purposes, and shall have discretion in the disbursement of its funds.

The Board is accountable to the Members and shall act in the best interests of the Corporation. In reaching any decision, the Board shall consider the impact of the decision on the Corporation, both short and long term, while also considering the needs and interests of the Members.

The Board may adopt rules and regulations for the conduct of its business and may delegate authority it considers necessary.

### **7.2 Board Size and Terms**

The Board will consist of a minimum of 3 and a maximum of 9 of the designated representatives of the Participating Members.

The maximum term of office shall be three (3) consecutive 3-year terms, for a total of 9-years, except for those Directors who are appointed to the offices of chair or vice-chair in which case their terms may be extended as determined by the other members of the Board.

### **7.3 Qualifications for Directors**

All Directors shall be designated representatives of Participating Members of the Corporation in good standing.

Each director shall be an individual who is not less than eighteen (18) years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a director. No director shall be a salaried employee of the Corporation.



A criminal record check may be required prior to nomination as a director, as decided by the Board from time to time.

At any such time that a director ceases to be a designated representative of a Participating Member, that individual also ceases to be a director of the Corporation and is deemed to have resigned.

#### **7.4 Director Nominations**

The Board shall recommend to the Members a slate of individuals for election to the Board, as required to fill vacancies on the Board.

Only nominees recommended by the Board shall be eligible for election.

#### **7.5 Duties of Directors and Officers**

Every Director and officer of the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **7.6 Conflict of Interest**

Where a Director is in a position where his or her interests may conflict with those of the Corporation, the Director shall disclose the conflict of interest to the Board and shall be excused from any portion of any meeting where the matter is under consideration.

A conflict of interest is deemed to arise where a Director, or a related person may be directly impacted or perceived to be directly impacted (either by being adversely affected or by being advantaged), financially or otherwise by a decision of the Board.

The Corporation's conflict of interest guidelines are further defined in the Board's Conflict of Interest policy.

#### **7.7 Affiliate Relationships**

Directors will provide notice in writing to the Corporation when they become directors of other affiliate organizations.

Up to 2 Directors and/or Members of the Corporation may be elected to the Discover Saskatoon board of directors at one time, as approved by the Board from time to time.

Directors who are officers of the Corporation may not hold leadership/officer positions simultaneously on the Tourism Saskatoon board of directors.

## **7.8 Director Vacancy**

A Director of the Corporation ceases to hold office when he or she:

- a. dies or resigns;
- b. is removed in accordance with section 7.9; or
- c. becomes disqualified pursuant to subsections 5.5 and 7.3.

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

The Board may fill any mid-term vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director by the Participating Members.

## **7.9 Removal of a Director**

The Participating Members may, at a General meeting or Special meeting called for that purpose, remove any Director and may, but shall not be required to elect a replacement Director to fill the vacancy, unless there are fewer Directors on the Board than the minimum required by the articles of the Corporation, in which case a replacement Director shall be elected in accordance with these Bylaws.

## **7.10 Director Remuneration**

Directorship is voluntary and no remuneration by way of salary or honorarium shall be paid.

Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties.

## **7.11 Officers**

The Board may appoint officers, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

The officers to be appointed will include a chair and vice-chair.

## **7.12 Role of Board Chair**

The chair shall be a Director elected by Board resolution. The chair will guide and oversee Board performance, preside at all meetings of the Board and Members, and will perform such other duties as may from time to time be assigned to him or her by the Board.

### **7.13 Role of the Board Vice-Chair**

The vice-chair shall be a Director elected by Board resolution. The vice-chair of the Board will assume the responsibilities of the chair when the chair is absent or unable to act. The vice-chair shall also perform the other duties prescribed by the Board.

### **7.14 Management/Executive Director**

The Board may secure executive management of the Corporation by way of appointment of a qualified Executive Director or through a management services agreement.

The Executive Director, if one is to be appointed, shall, subject to the authority of the Board, be responsible for the direct and actual supervision and direction over the day-to-day operations of the Corporation.

### **7.15 Committees**

The Board may from time to time appoint any committee, task group, or other advisory body, as it deems necessary and with such powers as the Board shall see fit.

Any such committee will have a clearly stated mandate outlining its purpose, functions, and reporting responsibilities, which shall be approved by the Board.

## **SECTION 8: BOARD MEETINGS**

### **8.1 Board Meetings**

Meetings of the Board may be held at such place as the Board may from time to time determine.

The Board of Directors shall meet a minimum of four times per year and are expected to attend Member meetings.

### **8.2 Calling of Meetings**

Meetings of the Board may be called by the chair of the Board or any two (2) directors at any time.

### **8.3 Means of Participation**

Directors may participate virtually in a meeting of the Board or of a committee if all participants can communicate adequately with each other during the meeting.

A Director participating by such means is deemed to be present at that meeting.

## **8.4 Quorum**

The quorum at Board meetings shall be a majority of the Directors currently in office.

## **8.5 Voting**

Each Director has one vote. In case of an equality of votes, the chair shall not have a second or casting vote and the motion fails.

Questions arising at any Board meeting shall be decided by a majority of votes.

# **SECTION 9: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

## **9.1 Indemnity**

The Corporation undertakes to indemnify and save harmless out of the funds of the Corporation any Board member, officer, employee, member, volunteer worker of the Corporation, her/his heirs, executors and administrators and her/his estate and effects from and against all costs, charges and expenses whatsoever which such Board member, officer, employee, member, volunteer worker sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her/him, or in respect of any act, done or permitted by her/him, in or about the execution of the duties of her/his office and all costs, charges and expenses which she/he sustains or incurs in or about in relation to the affairs to the Corporation except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

No Board member, officer, employee, member, volunteer worker of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his own act, neglect or default if such act, neglect or default is willful or wrongful.

## **9.2 Insurance**

The Corporation will purchase and maintain insurance for the benefit of the individuals referred to in Section 9.1 against such liabilities and in such amounts as the Board may determine from time to time.

# **SECTION 10: FINANCIAL AFFAIRS**

## **10.1 Fiscal Year**

The fiscal year of the Corporation shall terminate on such day in each year as the Board shall, by resolution, determine from time to time.

## **10.2 Records**

Directors shall keep proper records and accounts of all transactions of the Corporation.

## **10.3 Banking Arrangements**

The banking business of the Corporation shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board.

Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may authorize by resolution from time to time.

## **10.4 Execution of Agreements**

Agreements, instruments, or any other documents requiring execution by the Corporation must be signed by any two officers (including one of the Past chair, chair, or vice- chair) of the Board, and all such agreements, instruments or documents so signed shall be binding upon the Corporation, or as the Board may from time to time by resolution, determine alternate signatories to address specific requirements.

The Board may from time to time by resolution appoint any officer, or officers on behalf of the Corporation to sign agreements, instruments, or other documents generally or to sign specific agreements, instruments other documents.

## **SECTION 11: AMENDMENTS TO THE BYLAWS**

The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.

The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of voting Members and the voting Members may, by ordinary resolution, confirm, reject, or amend the bylaw.

## **SECTION 12: DISSOLUTION OF THE CORPORATION**

If the Board decides that the Corporation needs to be dissolved, then a special general meeting of the Members must be called at which a 2/3 vote of the voting Members attendees is required to dissolve the Corporation.

Upon dissolution, the property of the Corporation shall, after satisfaction of its debts and liabilities, be paid or transferred to or distributed to one or more organizations as determined by the Board.

## **SECTION 13: EFFECTIVE DATE**

These Bylaws shall come into force at, and be effective from, the date of their approval by the voting Members.

**Enacted by the Board on** (date) \_\_\_\_\_

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**Chairperson**

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**Vice-Chairperson/Director**

BYLAW REVISION AND CHANGES	
Dates Of Revision:	Substantive Changes:
January 2025	<i>The Non-Profit Corporations Act, 1995</i> 2022 of Saskatchewan
	6.2 Maintenance of a Member list.
	6.9 Member meeting adjournment
	7.7 Affiliate Members appointment to DS Board