

**BYLAWS OF THE  
WOODLANDS AND WATERWAYS  
REGIONAL VISITOR CENTRE INC.**

**Article 1: Name**

**1.1** The name of the Corporation shall be “Woodlands and Waterways Regional Visitor Centre Inc.”

**Article 2: Definitions**

**2.1** In this bylaw and all other Bylaws of the Corporation, unless specially defined herein or unless the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- a) “Act” means the Non Profit Corporations Act, 1995, S.S. 1995 cN-4.2, as from time to time amended, and every statute that may be substituted therefore, and, in the case of such amendment or substitution, and reference in the Bylaws shall be read as referring to the amended or substituted provisions thereof;
- b) “Articles” means the articles of the Corporation from time to time in force and effect; and
- c) “Bylaws” means all Bylaws of the Corporation from time to time in force and effect.

Where used in these articles of incorporation and any of its schedules, including any amendments to the articles or its schedules, the following terms have the following meanings:

- a) “Fee/Funding ” means the annual allocations from each of the Town of La Ronge, the Northern Village of Air Ronge and the Lac La Ronge Indian Band, as set and required in the annual budget.
- b) “Corporation” means the Woodlands and Waterways Regional Visitor Centre Inc., or its successor in name;
- c) “Board” means the Board of Directors appointed from time to time for the corporation
- d) “Officers” means the Chairperson, at least two members of the Board of Directors who have cheque signing authority, and the Manager of the Corporation.
- e) “Designate” means a staff person or a person specifically identified.
- f) “Person” means any individual, corporation, municipality or other legal entity.

## **Article 3: Mission Statement and Objectives**

### **The Mission of the Corporation is:**

To be a central point of regional, tourism, historical and cultural information for visitors, the three member communities and the Lac La Ronge region as a whole, and to showcase local arts, crafts and performers.

### **The Objectives of the Corporation shall be:**

1. To promote regional tourism development in the community and region
2. To explain and display the history of the region
3. To promote tourism education in the community and region
4. To act as a portal to promote local and regional visual and performance artists.
5. To be a showcase and retail outlet for local artists and craftspeople.

## **Article 4: Business of the Corporation**

**4.1: Office:** The registered office of the Corporation shall be located at 11 La Ronge Road in the Northern Village of Air Ronge. Saskatchewan. The Corporation may from time to time, by resolution of the Board of Directors, change the location of the registered office of the Corporation.

**4.2: Confidentiality:** The Corporation may be privy to certain confidential documents and information respecting both finances and operations of clients. As such, the Directors of the Corporation shall not disclose knowledge of such confidential documents and information, including the names of clients and their involvement with the Corporation, without the express written consent of the client.

## **Article 5: Execution of Contracts**

**5.1:** Contracts, documents or instruments in writing requiring execution by the Corporation must be brought before the Board of Directors and signed by two officers or directors of the Corporation. Subject to such limitation as may from time to time be set out by the members in writing, the Board of Directors is authorized to appoint from time to time, by resolution, any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formalities.

## **Article 6: Shareholders**

**6.1:** The three owner communities of La Ronge, Air Ronge and the Lac La Ronge Indian Band, as represented by their Councils, shall constitute the shareholders.

## Article 7: Directors

**7.1: Board** There shall be a working Board of Directors representing the three member communities of La Ronge, Air Ronge and the Lac La Ronge Indian Band, along with other designates. The size of the Board shall be set at a minimum of five members and a maximum of eleven.

**a) Representatives:** Each of the three community councils shall designate two voting representatives. The primary representative shall be a councillor; the alternate may be a councillor or a community member with an interest in tourism and visitor services. A simple majority of those present at any Board meeting shall carry the vote.

In addition, there may be up to five voting members-at-large, three appointed for a two-year term and two for a one-year term.

In addition, non-voting advisory members from special interest groups may be invited to take part in board discussions,

**c) Chair:** The Chair of the Board, unless voting as a community-designated representative, may vote only to break a tie. An outgoing Chair shall serve as an ex-officio board member for one year.

**d) Compensation:** There shall be no monetary compensation for service on the board.

**7.6:** All directors must:

a) be of legal age

b) Not be a current employee of the Corporation

d) Be a representative of, or designated by, a member organization in good standing.

e) Not be absent from three consecutive meetings of the Board unless the Board has given prior consent or concludes that there was an adequate reason for such absence.

**7.7: Officers and Quorum:** The board shall, at the first meeting following appointment and annually thereafter, designate executive officers as follows: Chairperson, Treasurer, Secretary. These positions may be reassigned from time to time as required.

A quorum of the Board shall consist of a simple majority of all voting directors, in this case six members. Vacant positions shall not count towards a quorum.

**7.3: Powers:** The Board of Directors shall manage, or supervise the management of, the affairs and business of the Corporation, and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

**7.5: Vacancies:** Subject to the Act, each community may fill a vacancy among its representatives, except a vacancy resulting from an increase in the number of directors, or

from a failure to elect the member or a minimum number of directors required by the Articles.

Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

**7.6: Removal of Directors:** Subject to the Act, and after consultation with the appointing community, the directors may, by a two-thirds majority vote passed at a directors meeting called for such purposes, remove any director from office for just cause. The vacancy created by such removal may be filled by an appointment at the same meeting.

Just cause includes, but is not limited to, anything that in the opinion of the Board is contrary to the interests of the public, the community or the Corporation, or tends to harm the standing of the Corporation, or is unbecoming of a director.

**7.8: Term.** Subject to the Articles, directors are appointed by each member for a term to be determined by the membership.

**7.9: Protection of Directors.** The Corporation shall purchase and maintain insurance for the benefit of Directors against liabilities incurred while exercising their responsibilities and duties to the Corporation.

**7.8: Signing Authority:** The corporation manager, along with the treasurer and at least two other directors, shall have signing authority on the corporation's bank accounts and legal documents.

## **Article 8: Meetings of Directors**

### **8.1: Place and Convening of Meetings:**

a) The board shall meet quarterly, at the Regional Visitor Centre, at times to be determined by the Directors

b) **Annual Meeting:** The Annual General Meeting of the Corporation shall be held annually in March.

c) On request, members of the public, or other representatives of the shareholders, may attend quarterly Directors' meetings as observers.

**Ratified at Annual Meeting Sept. 7, 2021**