

Bylaw No. 3

A by-law relating generally to the transaction of the business and affairs of
CAMPUS HOSPITALITY MANAGERS ASSOCIATION
be enacted and it is hereby enacted as a by-law of
Campus Hospitality Managers Association
on June 29, 2001 amended on June XX, 2019 as follows:

NAME:

1. The name of the Corporation shall be *Campus Hospitality Managers Association* (hereinafter called the "CHMA").

DEFINITIONS:

2. *Member Organization* means any single body corporate post-secondary campus business operation service provider who is accepted as a member of the CHMA.

Member means a member organization.

Director means a member of the Board of Directors.

HEAD OFFICE:

3. The Board of Directors may fix the location of the head office of the CHMA within the Province of Ontario by resolution.

SEAL:

4. The CHMA shall have a seal, which shall be adopted and may be changed by resolution of the Board of Directors.

OBJECTS:

5. The objects of the CHMA shall be to provide professional development and networking opportunities for post-secondary campus food and beverage service providers.

MEMBERSHIP:

6. The membership consists of member organizations as are admitted by the Board of Directors.
7. Applicants for membership in the CHMA must be situated in Canada.

ANNUAL MEETING:

8. The Annual General Meeting (AGM) of the members of the CHMA shall be held annually before December 31st of that given year.
9. The purpose of the AGM shall be to:
 - a) hear and receive reports and statements required by the CHMA;
 - b) elect the Board of Directors;
 - c) appoint, if necessary, any professional services; and/or
 - d) authorize remuneration for the transaction of such other business as may be required.

BOARD OF DIRECTORS MEETINGS:

10. Board of Directors meetings shall be held no less than once quarterly.
11. The Chairperson may convene special meetings.

REPORTS TO MEMBERS:

12. A copy of financial and auditor statements shall be made available to each member.

NOTICES OF ANNUAL GENERAL MEETINGS:

13. Notice of time, place and general business of the AGM shall be given thirty (30) days prior to the meeting to the membership, and auditor.

PERSONS ENTITLED TO BE PRESENT:

14. Persons entitled to be present at a meeting are as follows:
 - a) the Board of Directors;
 - b) one (1) representative representing the member organizations;
 - c) the executive director;
 - d) the auditor;
 - e) persons required to be in attendance at the meeting;
 - f) persons invited by the chairperson of the meeting;
 - g) persons with the consent of the voting members at the meeting; and/or
 - h) a member's proxy.

QUORUM:

15. A simple majority of eligible votes shall constitute a quorum for the transaction of business at any meeting of members.

RIGHT TO VOTE:

16. Each member organization shall have one vote at the AGM.
17. A member organization may proxy its vote to another voting member if:
 - a) a written request is given to the Secretary prior to the start of a meeting; and
 - b) the recipient voting member does not already hold a proxy vote.

VOTES TO GOVERN:

18. All motions shall carry by a simple majority; except
 - a) Bylaw amendments shall require a two-thirds (2/3) majority vote.
 - b) The membership may remove a member of the Board of Directors by a two-thirds (2/3) majority vote at a meeting of the membership.

ONLINE VOTING

19. If a vote of the membership is required and is to be held online then the following rules apply:
 - a) the Secretary shall act as Chief Returning Officer;
 - b) the question shall be accessible to all the membership;
 - c) a timeframe for voting shall accompany the question;
 - d) quorum shall be a simple majority of the member organizations; and
 - e) member organizations may not proxy their vote in an online vote.

SHOW OF HANDS:

20.
 - a) At all meetings of the members every question shall be decided by show of hands, and shall be announced carried or failed by the chairperson.
 - b) After the vote, a poll may be requested by either the chairperson, secretary or any voting member, to note in the minutes those who voted in favour, against or abstained from the vote.

ADJOURNMENT:

21. The chairperson at a meeting of members may, with consent of the meeting adjourn the meeting.

DIRECTORS

POWER OF DIRECTORS:

22. The affairs of the Corporation shall be managed by its Board of Directors

23. The Board of Directors shall consist of:
- a) Chairperson;
 - b) Vice-Chairperson;
 - c) Treasurer;
 - d) Secretary; and
 - e) Three (3) Ex-Officio Members
24. Quorum for any Board of Directors Meetings shall be the majority of duly elected board members.

QUALIFICATIONS:

25. Each director shall be:
- a) nineteen (19) years of age or more;
 - b) mentally competent;
 - c) not bankrupt or insolvent; and
 - d) a representative of a member organization.
26. If a director shall be removed as a director upon:
- a) bankruptcy or insolvency;
 - b) becoming mentally incompetent;
 - c) ceases to be a member of a member organization;
 - d) missing two consecutive board meetings, be it in person or teleconference; or
 - d) a member organization ceases membership in the CHMA.

RESIDENT CANADIANS:

27. A majority of the directors shall be resident Canadians
28. No business shall be transacted by the Board of Directors unless a majority of the directors present are resident Canadians.

ELECTION & TERM:

29. Directors shall be elected on the following basis:
- a) The positions of Chairperson and Secretary shall hold office for a two-year term, elected in odd years;
 - b) The positions of Vice-Chair and Treasurer shall hold office for a two-year term, elected in even years;
 - c) Ex-officio board members shall hold office for one-year terms
 - d) In the event of the resignation or removal of the Chairperson, Vice-Chair, Secretary, or Treasurer an Ex-officio board member shall be appointed by the Board of Directors for the remainder of the term.

CALLING OF MEETINGS:

30. Meetings of the Board of Directors shall be at the call of the Chairperson or Vice-Chair.
31. Meetings of the Board of Directors may be held in person, or via teleconference, including any teleconferencing technology available to all board members.
32. The Chairperson or Vice-Chair shall give a minimum of forty-eight (48) hours notice of meetings of the Board of Directors including the general nature of any business to be transacted.
33. Meetings of the Board of Directors shall not take place on federal statutory holidays.

FIRST MEETING OF NEW BOARD:

34. Each newly elected board may, without notice, hold its first meeting immediately following the AGM.

VOTES TO GOVERN:

35. At all meetings of the board every question shall be decided by a majority of vote.

REMUNERATION OF DIRECTORS:

36. The directors shall:
- a) serve as such without remuneration; except
 - b) the national conference registration for the Chairperson and Treasurer shall be paid by the CHMA.
37. The directors may be paid:
- a) reasonable expenses incurred; and
 - b) the delegate fee of the National Conference for the Chairperson and Treasurer

DECLARATION OF CONFLICT OF INTEREST:

38. Each director holds a fiduciary duty to the CHMA when acting as a Board of Directors member.
39. Each director shall declare any actual, or potential, conflict of interest to the extent required by the *Corporations Act*, RSO 1990, c 38.

PROTECTION OF OFFICERS AND DIRECTORS:

40. No director or officer of the CHMA shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the CHMA through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the CHMA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the CHMA shall be invested, or for any loss or damage arising from bankruptcy, insolvency, or tenuous act of any person with whom any of the moneys, securities or effects of the CHMA shall be deposited, or for any loss occasioned by any error of judgement or oversight of his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless, in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed upon him under the *Corporations Act*, RSO 1990, c 38, or under any other statute.

INDEMNITY OF DIRECTORS AND OFFICERS

41. Every director or officer of the CHMA and his heirs, executors and administrators and estate and effects, respectively, shall be indemnified and held harmless, subject to the provisions of the *Corporations Act*, RSO 1990, c 38, out of funds of the CHMA from and against:
42. Any liability and all costs, charges and expenses that a director sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office and all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the CHMA, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

INSURANCE FOR DIRECTORS AND OFFICERS

43. The Board of Directors shall purchase and maintain insurance for the benefit of a director or officer of the CHMA against liabilities, costs, charges and expenses sustained or incurred by such director or officer in respect of the execution of the duties of his office or in respect of the affairs of the CHMA.

TRANSACTION OF BUSINESS BY SIGNATURE

44. By-laws or resolutions subject to the *Corporations Act*, RSO 1990, c 38 may be consented to at any time by signatures of all directors of the CHMA and such by-laws or resolutions are as valid as if passed at a meeting of the directors duly called, constituted and held for that purpose.

CHAIRPERSON

45. The Chairperson shall:
- a) co-ordinate CHMA activities;
 - b) call meetings of the CHMA membership;
 - c) preside at all meetings of the Board of Directors;
 - d) be charged with the general supervision of the business and affairs of the CHMA;
 - e) serve as a member of the Nomination Committee;
 - f) serve as ex-officio on all other committees, except the Nomination Committee as outlined in article 45(e); and
 - g) perform such other duties as may from time to time be prescribed by the board.

VICE-CHAIR

46. The Vice-Chair shall:
- a) serve as the Chairperson in all duties in the event of absence, resignation, or removal; and
 - b) perform such other duties as may from time to time be prescribed by the board.

TREASURER

47. The Treasurer shall:
- a) supervise the keeping of full and accurate books of account including but not limited to recording all receipts and disbursements of the CHMA;
 - b) control the deposit of money, and the disbursement of the funds of the CHMA;
 - c) provide an account of all his transactions as Treasurer and of the financial position of the CHMA;
 - d) pay for, and monitor the inventory of all materials for the board; and
 - e) perform such other duties as may from time to time be prescribed by the board.

SECRETARY

48. The Secretary shall:
- a) give, or cause to be given, all notices and correspondence required to be given to members, directors, auditors and member of the committees;
 - b) attend all meetings of the directors;
 - c) keep records of minutes of all meetings;
 - d) assist the Chairperson with correspondence as required; and
 - e) perform such other duties as may from time to time be prescribed by the board.

OTHER OFFICERS

49. The ex-officio directors shall perform duties as assigned by the board of directors.

BANKING ARRANGEMENTS

50. The banking of the CHMA shall be transacted with financial institution as determined by the Board of Directors.
51. All payments out of the CHMA backing accounts shall require two signatures of directors consisting of the Chairperson and Treasurer.
52. a) The Board of Directors shall have the authority to spend up to and including two thousand five hundred dollars (\$2,500.00) for a purchase with the approval of the Board of Directors.
- b) Any purchases two thousand five hundred dollars and one cent (\$2,500.01) and above shall require approval of the membership.
- c) Notwithstanding article 52(b), the Board of Directors may present a budget approved by the Board of Directors for the National Conference for discussion among the membership

no later than April 1 of that given year, whereby member organizations may make objections up to ten (10) business days of presentation, otherwise it will be deemed approved along with all spending outlined therein.

INTERPRETATION

53. Any ambiguity in these by-laws is to be construed in the best interest of the members of the CHMA.
54. Words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine.
55. The headings contained in these by-laws are for convenience only and shall not be interpreted to limit or otherwise affect the provisions herein.

DISSOLUTION

56. In the event of the dissolution of the CHMA, the provisions of the *Corporations Act*, RSO 1990, c 38, applies.