



# Yarmouth and Acadian Shores Tourism Association (YASTA) Bylaws (Proposed 2025)

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Effective Date: January 22nd, 2025

## Definitions

In these bylaws:

- **"Society"** refers to the Yarmouth & Acadian Shores Tourism Association (YASTA).
- **"Registrar"** means the Registrar of Joint Stock Companies under the Nova Scotia Companies Act.
- **"Members"** are Wasoqopa'q First Nation, the Municipality of the District of Yarmouth, the Municipality of the District of Argyle, the Town of Yarmouth, and accommodations operating with 20 rooms or more in Yarmouth County.
- **"Directors"** means appointed representatives to the Board of Directors.
- **"Stakeholders"** are tourism businesses and organizations operating within the member areas.
- **"Board of Directors"** refers to the governing body comprising the voting Directors.
- **"Special Resolution"** means a resolution requiring approval by three-fourths of Directors present at a general meeting after due notice (14 days) before the meeting.
- An **"ex officio"** member is a non-voting participant on the Board of Directors or its committees. In these bylaws, each municipal member's Chief Administrative Officer (CAO) or a CAO-appointed representative serves as an ex officio member. While they can attend meetings and contribute observations and suggestions, they do not have voting rights. Their primary role is advisory, helping align with municipal objectives and offering administrative insight.
- **"Tourism Experience"** refers to an individual who has demonstrated professional expertise, leadership, or significant involvement in the tourism industry, including but not limited to accommodations, attractions, travel services, event planning, or destination marketing. Their knowledge and experience must contribute to the strategic goals and initiatives of the Society.

## Name and Status

The Society's name is **YARMOUTH & ACADIAN SHORES TOURISM ASSOCIATION/L'ASSOCIATION DU TOURISME DES COTES ACADIENNES & YARMOUTH (YASTA)**. It is a not-for-profit organization registered with the Nova Scotia Registry of Joint Stock Companies.



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## Objective

The CEO administers the society and is responsible to the Board of Directors, representing the members and stakeholders. The society's primary goal is to enhance the economic health and sustainability of the regional tourism industry through:

- **Destination marketing**
- **Event attraction**
- **Product and experience development**
- **Business quality improvement**

## Governance and Membership

### 1. Membership Rights and Responsibilities:

- Members are responsible for the Society's success and alignment with its strategic goals.
- Membership consists of the Wasoqopa'q First Nation, the Town of Yarmouth, the Municipality of the District of Yarmouth, and the Municipality of the District of Argyle.
- Wasoqopa'q First Nation nominates its representative.
- Municipal members appoint board representatives according to their policies and term limits.
- Accommodations with 20+ rooms can recommend members for a 2-year term. Subject to board approval, members can renew for an additional 2 years. The board may also grant extensions beyond the initial term.

### 2. Conflict of Interest:

The Society abides by the Municipal Conflict of Interest Act.

### 3. Board Composition:

The board of YASTA will strive to include representatives from a broad spectrum of stakeholders, such as:

- Accommodations (e.g., hotels, B&Bs, campgrounds)
- Attractions and experiences (e.g., tour operators, event organizers)
- Municipal representatives (elected officials or senior staff)
- Community leaders with relevant skills (e.g., finance, marketing, or law)
- Ensuring other community interests are represented.



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### 4. Representation on the Board:

The Board will comprise **13 members**:

- **1 representative from Wasoqopa'q First Nation.**
- **9 municipal representatives:** 1 elected councillor and 2 appointees with tourism experience, accommodations with fewer than 20 rooms or other community leaders with relevant skills (e.g., finance, marketing, or law).
- **3 accommodations representatives:** Stakeholders operating accommodations with 20+ rooms in Yarmouth County.

### 5. Appointments and Terms:

- Municipal appointments occur every four years following municipal elections or as per municipal partners' appointment policies.
- Directors may serve for a maximum of six consecutive years.
- Vacancies may be filled by the respective member for the remainder of the term.

### 6. Stakeholders:

- Tourism businesses and organizations within the member areas automatically gain stakeholder status but do not hold voting rights. Stakeholders can engage with the board of YASTA in advisory roles if requested or provide input to the board and CEO.

## Meetings

### 1. Board Meetings:

- The Board shall meet quarterly or may hold additional meetings if needed. A quorum is more than 50% plus one of the Directors present.
- Meetings are open to the public, except for in-camera sessions for confidential matters.
- The board may make exceptions to meet in a closed session from the public for discussions with stakeholders regarding sensitive topics.
- Decisions are made by majority vote. All members present will vote on motions of the board.
- Meeting minutes will be distributed within 14 days of the meeting.
- The Chief Administrative Officer of each municipality, who is a member, may attend all meetings (ex-officio) of the Society, make observations and suggestions, and provide support on any subject under discussion. The CAO of each municipality who is a member may also appoint a representative to attend meetings of the board as their representative. All records of the Society are subject to review by the Chief Administrative Officer of each member municipality.
- The Society will follow these bylaws and Robert's Rules of Order.



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## 2. Annual General Meeting (AGM):

- Held within three months after the fiscal year-end.
- The AGM addresses ordinary business, including financial reports and strategic updates.
- Stakeholders will be provided time to provide individual input at the AGM or through advisory committees.

## Committees

The Board may establish committees as needed, ensuring at least one Director is a member.

## Officers

### 1. Roles and Elections:

- Officers include Chair, Vice-Chair, Treasurer, and Corporate Secretary, **on a 4 year rotation between municipal partners**. Elected municipal officials must hold the Chair and Vice-Chair roles and will be elected by the board members. **The chair will be appointed on a rotational basis every four years (after each municipal election) and will be the elected official appointed by the municipal partner to the board of YASTA.** The CEO oversees day-to-day operations and attends all board meetings.

## Financial Management

### 1. Fiscal Year:

- April 1 to March 31.

### 2. Budget and Financial Statement:

- An annual budget and financial report are required.
- Board approval of the annual budget is required.
- Annual financial statements must be conducted by an outside accounting professional and filed with the Registrar.
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### 3. Financial Restrictions:

- Loans or advances to directors are prohibited.



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## Amendments and Dissolution

### 1. Amendments:

- Bylaws can only be amended by Special Resolution and require Registrar approval.
- If the member resigns, they will provide written notice to the Society with 24 months' advance notice.

### 2. Dissolution:

- Upon dissolution, remaining assets shall be distributed to similar not-for-profit organizations in the region.

## Signature and Approval

Signed on behalf of the Board of Directors:

Chair: \_\_\_\_\_

Date: \_\_\_\_\_

Vice-Chair: \_\_\_\_\_

Date: \_\_\_\_\_