

# **Ladysmith Downtown Business Association**

## **Constitution**

The name of this organization shall be **Ladysmith Downtown Business Association** (“the Association”).

The Purpose of the Association shall be:

Providing a forum and voice to share information, resources, ideas, expertise and as a group petition local organizations and governments to help accomplish our goals. Regular communication will be sent to business, government & event organizations. This is supported by holding seminars, providing membership emails of important announcements and information, joint meetings with other business groups and monthly meetings with membership.

## **Bylaws of the Ladysmith Downtown Business Association**

### **Article 1 – Interpretation**

In these Bylaws, unless the context otherwise requires:

- 1.1 **“the Association”** means the Ladysmith Downtown Business Association.
- 1.2 **“Board”** means the Directors of the Association.
- 1.3 **“Executive”** means the President, Vice President, Secretary, Treasurer, and Immediate Past President.
- 1.4 **“The District”** means that area within and for which this the Association was established. The District encompasses the area from Strathcona Street to Belaire Street/Dogwood Drive and from Fourth (4th) Avenue to Rocky Creek Road/Ludlow Road/Transfer Beach/Captain Tristan de Koninck Way.

### **Article 2 - Membership**

- 2.1 Any business located in the Association’s District shall be eligible for voting membership in the Association. If a business is not in the Association’s District, it can become an Associate member without voting rights. However, an associate member who is a Director can vote at all Board and General Membership meetings.
- 2.2 Associations, Corporations, Societies, Partnerships, Estates, located in the Association’s District may become a voting member in the Association. If not within the Association’s District, then it can become an Associate member without voting rights. Private individuals may become non-voting members.
- 2.3 Membership applications shall be made in writing to the membership committee and signed by the applicant. The application shall include the telephone number, fax number, email address, mailing address of the applicant and shall become the registered address of the applicant, subject to change from time to time. The application shall be filed with the membership committee, along with the required dues.
- 2.4 Every member must uphold the constitution and comply with these Bylaws.
- 2.5 The annual dues payable by members shall be determined annually by the Board, subject to ratification vote by simple majority at a General Membership Meeting.
- 2.6 Membership in the Association shall continue from time of admittance until a member has resigned, been removed from the roll of members pursuant to these Bylaws or fails to pay the

annual dues.

- 2.7 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association and the member is not in good standing so long as the debt remains unpaid, or has acted in a manner detrimental to the stated goals, objectives, integrity, and public image of the Association.
- 2.8 Any member in good standing may submit his/her name for the position of Director to be voted on by those attending the Annual General Meeting.

### **Article 3 – Meetings**

- 3.1 The Board of Directors will decide the time and place of meetings, which shall take place no less than once per month unless the President cancels with 30 days notice.
- 3.2 The Board of Directors may convene an extraordinary meeting of the Board or a General Membership Meeting any time when summoned by the President or by three (3) members of the Board or by ten (10) members of the Association. At least seven (7) days notice of the meeting and the purpose shall be given to all members in good standing.
- 3.3 Notice of a General Membership Meeting must specify the place, day and hour of the meeting and – in case of special business, the general nature of that business – and be sent to the general membership a minimum of seven (7) days prior to the date of the meeting, except the Annual General Membership Meeting, which requires a minimum of thirty (30) days notice.
- 3.4 The Board of Directors will set a date for the Annual General Meeting and give notice in writing or by email to all members.
- 3.5 The Board of Directors shall determine the format of the Annual General Meeting, however in all cases Parliamentary procedure as outlined in the latest edition of Roberts Rules of Order shall govern the proceedings of all the Association meetings.
- 3.6 Directors shall be elected by majority vote at the Annual General Meeting.
- 3.7 An Annual General Meeting must be held each calendar year at a time determined by the Board, but not more than 6 (six) months after the ending date of the financial statements being presented.

### **Article 4 – Directors**

- 4.1 The Society must have no fewer than three (3) and no more than eleven (11) Directors.
- 4.2 The election of Directors shall take place at the Annual General Meeting. The Executive shall be appointed by the elected Directors.
- 4.3. The General Membership shall elect half of the Directors one year and half the next year to a two (2) year term.
- 4.4 The term of the Past President shall be one (1) year.
- 4.5 The member elected or appointed as Director must either give written consent to be a Director or be present at the meeting and not refuse to be a Director.
- 4.6 The member elected or appointed must be prepared to spend the necessary time to further the objectives of the Association.
- 4.7 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a Director during the Director's term

of office.

- 4.8 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.9 The term of office commences at the date of the Annual General Meeting.
- 4.10 No more than two non-voting members may become Directors.
- 4.11 An Associate member who is a Director can vote at all Board and General Membership Meetings.

#### **Article 5 – Board of Directors**

- 5.1 The Board of Directors governs the Association by making policy and procedure, determine the long and short-term direction of the Association.
- 5.2 The Board of Directors shall have the power to act for the Association between Annual General Meetings and may exercise any power granted to the Board by the Bylaws.
- 5.3 The Board may make or authorize petitions or representation to the local, provincial, or federal government or others as it may determine.
- 5.4 The Board may not exercise any powers inconsistent with these Bylaws.
- 5.5 The meetings of the Board shall be open to all members of the Association, who may attend but not vote in any proceedings or participate in discussion without permission of the Board.
- 5.6 The Board may invite special participation from certain representatives of the community to attend the Board Meeting as a liaison. They will have no voting privileges, but may participate in discussions relating to their specific interest.
- 5.7 The quorum for the transaction of business at a Board Meeting is a majority of the Directors.
- 5.8 Directors may pass a Directors' resolution without a meeting if 3/4 (three-quarter) or more of the voting Directors consent in writing or email.

#### **Article 6 – Executive and Directors**

- 6.1 Elected Directors must be appointed to the following Executive positions by the Board. A Director other than the president, may hold more than one position:
  - (a) President;
  - (b) Vice-president;
  - (c) Secretary;
  - (d) Treasurer.
- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.
- 6.3 The President is the chair of the Board and is responsible for the supervision of the other Directors in the execution of their duties.
- 6.4 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- 6.5 The Secretary is responsible for doing, or making the necessary arrangements for the following:
  - (a) issuing notices of General Membership Meetings and Directors' meetings;

- (b) taking minutes of General Membership Meetings and Directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board;
  - (e) confirming that the Treasurer has filed the Annual Report and keeping a copy of said report.
- 6.6** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.
- 6.7** The Treasurer is responsible for doing, or making the necessary arrangement for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting record in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements;
  - (d) making the Society's filings respecting taxes.
  - (e) filing the Annual Report of the Society and making any other filings with the registrar under the Act.
- 6.8** Upon the expiration of their terms, all Directors must turn over to the Board all monies, books, and papers belonging to the Association.
- 6.9** Each Board member shall review the agenda and supporting documents prior to the meeting.
- 6.10** Each Board member shall act honestly, in good faith, and be available for tasks and duties that serve the best interests and functions of the Associations and the business community.
- 6.11** Each Board member shall take an active role on the Board through participation in projects and committees.
- 6.12** Each Board member shall promote the Association membership and its activities.

#### **Article 7 – Removal or Resignation of Board Members**

- 7.1** Board members who fail to remain in good standing with the Association may be removed from office.
- 7.2** A member may be expelled by a special resolution of the Board of Directors.
- 7.3** A statement of the reasons for the proposed expulsion must accompany the notice of special Resolution for expulsion.
- 7.4** The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at a meeting of the Board of Directors.
- 7.5** Any person who is the subject of a proposed resolution for expulsion and is heard at a meeting of the Board of Directors may be re-instated as a member in good standing provided a resolution for such standing is supported by 2/3 (two-thirds) of the full Board of Directors.
- 7.6** A Director of the Association who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following:
- (a) the receipt by the society of the written resignation;
  - (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time, or on the occurrence of a specified event,

- (i) if a date is specified, the beginning of the day on the specified date,
- (ii) if a date and time are specified, the date and time specified, or
- (iii) if an event is specified, the occurrence of the event.

#### **Article 8 – Remuneration of Directors and Signing Authority**

- 8.1** These Bylaws do not permit the Association to pay to a Director remuneration for being a Director, but the Association may, subject to the Act, pay remuneration to a Director, or any member for services provided by the Director/member to the Association in another capacity.
- 8.2** A contract or other record to be signed by the Association must be signed on behalf of Association
  - (a) by the president, together with one other Director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other Director.

#### **Article 9 -- Fiscal Year**

- 9.1** The fiscal year of the Association is January 01 (one) to December 31 (thirty-one).

#### **Article 10 – Auditor/Reviewer**

- 10.1** This section applies only if the Society is required or has resolved to have an Auditor or a Reviewer. Current Bylaws do not require an audit or review, but a board resolution or a special resolution at a General Membership Meeting could be actioned in order for this section to apply.
- 10.2** The first Auditor or Reviewer must be appointed by the Directors who must also fill all vacancies occurring in the office of Auditor or Reviewer.
- 10.3** At each Annual General Meeting, the Society must either wave the requirement or appoint an Auditor or Reviewer to hold office until the Auditor/Reviewer is re-elected or a successor is Elected at the next Annual General Meeting.
- 10.4** An Auditor or Reviewer may be removed by ordinary resolution.
- 10.5** An Auditor or Reviewer must be promptly informed in writing of the Auditor's/Reviewer's appointment or removal.
- 10.6** A Director or employee of the Society must not be its Auditor or Reviewer. The Treasurer can prepare financial statements that are not an Audit or a Review.
- 10.7** The Auditor or Reviewer may attend General Membership Meetings.
- 10.8** The Auditor or Reviewer must present the financial statements to the Board within sufficient time to allow the Board to examine before presentation at the Annual General Meeting.
- 10.9** The Treasurer at the Annual General Meeting shall present a complete financial statement whether audited or un-audited, or at any other time as required by the Board.

#### **Article 11 – Borrowing Powers of Board**

The Board at this time may not:

- 11.1** Borrow money

11.2 Mortgage, hypothecate, charge or pledge all or any of the real and personal property, present and future undertaking and rights of the Association.

11.3 The restrictions in 11.1 and 11.2 can be changed by a special resolution.

#### **Article 12 – Voting Rights and Member Rights**

12.1 Every member in good standing represented at any General Membership Meeting shall be entitled to one vote as stated in 2.1.

12.2 At a General Membership Meeting, voting must be by a show of hands, an oral vote, a standing vote, or another method that adequately discloses the intention of the voting members. However, if before or after such a vote, a simple majority of the voting members request a secret ballot vote or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

12.3 The presiding Director at the Board of Directors or General Membership Meetings shall have the right to vote and speak on all matters.

12.4 The President, at his/her discretion, may request that the Vice-President preside over any Board or General Membership Meeting.

12.5 Motions or amendments shall be carried, at any Board or General Membership Meeting, by a simple majority vote unless otherwise provided in these Bylaws. All Special Resolutions, including but not limited to amendments to the Constitution and Bylaws, shall require a 2/3 (two-thirds) majority vote.

12.6 Voting by proxy is not permitted.

12.7 The Quorum for transactions at a General Membership Meeting is the greater of 3 (three) voting members or 10% of the voting membership, but if the Society has less than 3 (three) voting members, the Quorum is all of the voting members of the Society.

12.8 Each member is entitled on request to receive a copy of the Bylaws of the Association. Any duplicate copies will be provided for a nominal fee.

12.9 No paid employee of the Association shall be a member of the Board.

12.10 Directors of the Association shall receive no remuneration for services rendered without limiting remuneration in another capacity as stated in 8.1.

12.11 The Board may grant any Director reasonable expense monies.

12.12 All books and records of the Association, excluding records of Directors Meetings, except where the Society Act takes precedence, shall be available for inspection by any member in good standing at a reasonable hour and upon reasonable notice within two weeks.

12.13 These Bylaws shall be binding on all Members of the Association, its Directors and all other Persons, lawfully under its control.

#### **Article 13 – Ordinary Business and Special Business**

13.1 At a General Membership Meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

- (c) consideration of the reports, if any, of the Directors or Auditor;
- (d) appointment of an Auditor/Reviewer, if any;
- (e) business arising out of a report of the Directors not requiring the passing of a special resolution.

**13.2** The order of business at a General Membership Meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last General Membership Meeting;
- (e) deal with unfinished business from the last General Membership Meeting;
- (f) if the meeting is an Annual General Membership Meeting;
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements;
  - (ii) receive any other reports of Directors' activities and decisions since the previous Annual General Membership Meeting;
  - (iii) elect or appoint Directors;
  - (iv) appoint an Auditor/Reviewer, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting;
- (i) the order of business can be altered by the chair person.

**13.3** A notice of a General Membership Meeting must be made available to the members 7 (seven) days prior to the meeting, and must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning the business.

#### **Article 14 – Dissolution of the Association**

**14.1** The Association may be dissolved by a resolution passed by a vote of 2/3 (two-thirds) of all its members at an Annual General Meeting.

**14.2** Upon dissolution the Association will distribute its assets to other organizations with objectives similar to those of the Association. The Board will select this organization.

#### **Article 15 – Old Constitution**

**15.1** Having members actively working together to cultivate an environment of economic and cultural vibrancy in the downtown core by holding seminars, encouraging residents to shop local and support the 10% shopping initiative.

**15.2** Promoting community values while ensuring that downtown Ladysmith is the focal point of civic, cultural and economic activity. The Association will organize activities to draw clients into

downtown businesses. These activities include the Super Santa Saturday, the Ladysmith show and shine, local advertising and marketing in local media venues and promoting the shop local message.

- 15.3** Enhancing the heart of Ladysmith with special events and beautification projects by supporting events such as the Ladysmith show and shine, the Ladysmith Festival of Lights, downtown clean-up and other initiatives as they occur.