

## **Leduc Downtown Business Association Bylaws**

Adopted as per motion carried at Annual General Meeting on February 21, 2023

### **ARTICLE I NAME AND OBJECTIVES**

1. The name of the organization shall be the "Leduc Downtown Business Association", branded as "LDBA".
2. The LDBA shall be non-sectarian and shall not promote or seek to advance, nor shall it adopt views or policies against any religious or ethnic group. The LDBA shall not lend its support to or work against any candidate for any public office.
3. The objective of the LDBA shall be to promote the downtown business district and its members to the community and visitors, encouraging people to participate in activities in the downtown core and attracting new business thereby enhancing the economic and social welfare of the area. We provide advocacy on behalf of the downtown business community to government entities.

### **ARTICLE II INTERPRETATION**

1. The headings contained in these bylaws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these bylaws.
2. Whenever the word "Board" occurs in these bylaws, it shall be understood to mean "The Board of Directors of the LDBA".
3. In these bylaws, unless there is something in the subject or context inconsistent therewith:

"Chair" means the Chair of the LDBA

"Past Chair" means a previous term "Chair" of the LDBA

"Vice-Chair" means the Vice-Chair of the LDBA.

"Director/Member-at-Large" means an elected, appointed, or recruited member of the Board or past chair

"Non-voting Director" means an appointed "Director" who cannot vote on LDBA motions but can provide consultation and input and attend LDBA board and member meetings.

"General Membership" means the member in good standing of LDBA

4. "Region" shall mean the area within and for which this LDBA was established. The "Region" is comprised of the area indicated in Appendix A.
5. "Reputable Business" shall mean a business or individual operating a business that is not acting in contravention of federal, provincial, or municipal laws, regulations, rules, and/or bylaw.

### **ARTICLE III MEMBERSHIP**

1. Any reputable business, non-profit who is renting, leasing, or owning space for their business within the area delineated as the LDBA area shall be eligible for membership in the LDBA. Any reputable business or non-profit holding a membership at a Coworking space in the LDBA area and holding a mailing address in the LDBA area shall be eligible for membership in the LDBA. Refer to Appendix A for the LDBA map.
2. Businesses, Associations, Corporations, Societies, Partnerships, or Estates shall have only one vote per membership. Independent Contractors under contract with an existing member shall not have an additional vote.
3. Any person who distinguishes themselves by some meritorious or public service may be appointed an Honorary Member for life by a majority vote of the membership at a meeting.

4. A member may be expelled on a majority vote of the Board for any cause that the Board may deem reasonable, however, no member shall be expelled without first having been notified by e-mail and regular mail of the complaint against them and without first having been given the opportunity to be heard by the Board.
5. An expelled member may be reinstated as a member of the LDBA on a majority vote of the Board. The expelled member must request reinstatement of membership in writing in a letter sent to the LDBA Board of Directors prior to consideration of reinstatement by the Board. Members are responsible for behaving in accordance with the bylaws and objectives of the LDBA.
6. Should a member wish to relinquish their membership, they must send written notice to the LDBA Board.
7. A nominal membership fee will be determined each year.
8. A member may be removed from the LDBA, subject to the approval of the Executive if their membership dues are unpaid 60 days following invoice. All members having paid their annual dues shall be considered members in good standing, notwithstanding Article III.4

#### **ARTICLE IV OFFICERS AND DIRECTORS**

1. The affairs of the LDBA shall be managed by an elected Board of Directors consisting of:
  - a. Four (4) members of the Executive made up from the membership;
  - b. A minimum of three (3) directors and a maximum of five (5) directors who are elected from the LDBA membership, or up to a maximum of two(2) directors recruited from City of Leduc residents, to bring the total number of Directors to a maximum of five (5);
  - c. The City of Leduc may nominate one(1) City Councilor to sit as a voting member of the LDBA (ADDED)
  - d. Up to three (3) non-voting Directors one (1) from the Leduc, Nisku, Wetaskiwin Regional Chamber of Commerce, one (1) from City of Leduc economic development and one (1) past chair.
2. The Executive shall consist of the following positions.
  - a. Chair;
  - b. Vice-Chair;
  - c. Treasurer;
  - d. Secretary
3. The Executive shall
  - a. Make decisions on LDBA matters that require immediate action before the next scheduled Board meeting. This happens by calling a special meeting in which quorum must be met and minutes are taken of all decisions being made. Notice can be given to the Executive via email or phone with 36 - 48 hours' notice depending on the urgency of the matter.
  - b. Keep the Board advised on all matters affecting the finances of the LDBA.
  - c. Examine and report to the Board on any suggested amendments to the bylaws.
4. The Board shall have the general power of government. It may make or authorize petitions or representations to the Government of Canada, the Government of Legislature of Alberta, or councils of municipal government, as it may determine or as may be required by vote of the majority of members present at any general meeting.
5. The Board shall:
  - a. Exercise all duties of the LDBA, except as otherwise provided in these bylaws.
  - b. Meet to consider and transact the business of the LDBA at the call of the Chair, or in his or her absence, of the Vice-Chair.
  - c. Have charge of the general conduct of the affairs of the LDBA and conduct such affairs in accordance with these bylaws.
  - d. Keep the membership reasonably and properly informed.
  - e. Have the power from time to time, and at any time, to pass and/or amend such regulations, as they may deem necessary to carry out the objectives of the LDBA

- f. Enforce the provisions of these bylaws.
- 6. No Director shall enter into any business arrangement in which she or he has a direct or indirect interest with the LDBA, except on a competitive basis, and having declared any interest therein, she or he shall refrain from voting thereon, but may participate in the discussion.
- 7. If a vacancy occurs among the Board **of Directors, then the Board may appoint a replacement that will serve until** the next Election. That position may be elected for a one or two year term depending on the length of term remaining from the vacating board member.
- 8. Any Director or member of the Executive shall be subject to removal by a special resolution of the Board of Directors for any cause or breach of these bylaws, the Board of Directors Procedural/Governance Policy, or the Board of Directors Code of Conduct Policy that the Board may deem reasonable.
- 9. More than 50% of Directors, excluding non-voting Directors, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board.
- 10. The Board, or at its request, the Executive, may appoint committees or designate members of the Executive, the LDBA, or others, to examine, consider and report on any matter or take such action as the Board may request.
- 11. LDBA Board of Directors shall receive no remuneration for services rendered. The Executive may grant any of these Directors or Executive the reimbursement of reasonable expenses on prior approval to undertake such expense .
- 12. The Directors, including the Executive, before taking office, shall take and subscribe an oath in the following form:

*"I swear that I will diligently, faithfully and to the best of my ability execute according to the laws, the office of (title) within the Leduc Downtown Business Association."*

*Directors will:*

- i. Serve for a two (2) year term. year.
  - a. In the first year of the amended bylaws to provide for staggered terms Four (4) Directors will be elected for a two-year term and Five(5) for a one-year term;
  - b. If a Board member is elected or appointed as a replacement to complete someone's term, that Director will serve until the expiration of the original term
- ii. Attend all designated meetings of the board, executive, and general meetings. After missing three (3) consecutive meetings of the board and executive, the continuance of the Director is subject to Board approval;
- iii. Be part of committees and attend meetings as required for that committee.

A - The Chair is the chief officer of the society and is responsible to:

- i. Preside at all meetings of the society, the board of directors, and the executive committee and shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meetings, matters of concern to the LDBA;
- ii. Calls meetings of the board and the executive committee;
- iii. Is responsible for the overall direction of the board;
- iv. Is the main spokesperson for the society on matters of policy;
- v. Is an ex officio member of the committees of the society however it is not expected that the Chair oversees all committee meetings;
- vi. Shall lead delegations and chair meetings with local, provincial, and federal representatives and others as required.
- vii. No public statement of the LDBA policy may be made by any person other than the Chair or in their absence such other person as has been designated by the Chair.
- viii. Supervises spending monies, including signing cheques in conjunction with the Treasurer and Executive Director.

B - The Vice-Chair is the person who does the chair's duties if the chair is unable to do them as listed above, this can happen in the case of illness, absence, or vacancy in the office of the Chair. The Vice-chair may be required to sit in on committee meetings in the absence of the Chair.

C - The Treasurer keeps the finances of the society. The treasurer:

- i. Prepares financial statements of the society;
- ii. Supervises spending monies, including signing cheques in conjunction with the Chair
- iii. Works with the accountants or auditors of the society on the audit of the financial statements yearly;
- iv. Presents the financial reports of the society to the board of directors at each meeting and the annual general meeting;
- v. Ensures that all banking documents bear the signatures of two people designated by the Board including the Executive Director, Chair, or Treasurer;
- vi. Oversees investment of funds of the LDBA as directed by the Board.

D - The Secretary keeps the minutes and records. The secretary:

- i. Prepares and preserves the minutes of all meetings of the society including board and member meetings following Robert's Rule of Order;
- ii. Keeps the seal of the society;
- iii. Oversees the registry of members of the society (The official register of members-only includes the name and address of each member. This list must be available to every member for Society's business purposes. It may not be used by members for any other purpose);
- iv. Works with the Executive Director to prepare and send notices of meetings of the society and the governing bodies of the society;
- v. Keeps and preserves the correspondence, contracts, and other important records of the society;
- vi. Files the annual return, changes in the directors of the organization, amendments in the bylaws, and other incorporating documents with the Corporate Registry.

E - The Past Chair may sit on the board of directors in an advisory capacity and be a non-voting member. The past chair has a valued role and can sit on any committee. Directors are expected to:

No paid employee of the LDBA shall be a member of the Board Directors of the LDBA.

The Executive Director may be hired or dismissed by the Board of Directors. and when appointed the Executive Director shall oversee the day-to-day operations of the society including:

1. Administer the finances of the LDBA in accordance with an annual budget set by the Board prior to the commencement of each fiscal year.
2. Perform all duties outlined in this Bylaw and the complete job description outlined in Appendix B;
  - a. Seek assistance and guidance, where necessary from the Board;
  - b. Report to the Board any matter about which it should have knowledge;
  - c. Fulfill activities outlined in the LDBA Strategic Plan;
  - d. Professionally represent the Association;
- F. Oversee all LDBA team members who will report to the Executive Director.

## **ARTICLE V MEETINGS**

1. The Annual General Meeting of the LDBA shall be held within 3 months of the year end, and no later than March 31 of the current year, at a time and place determined by the Board. Notice shall be given to all members by email, phone, or mail, on three separate occasions at least one month prior to the date of the Annual General Meeting.
2. Special meetings of the LDBA may be held anytime when summoned by the Chair, or requested in writing by any six members of the Board, or any 25% of the general membership. At least seven days' notice of such meetings shall be given by e-mail, phone, or mail,

3. The Executive shall meet as necessary when summoned by the Chair, or requested in writing by any two members of the Executive, and the Board at least nine times per year to carry on the business of the LDBA. Meetings may be held in person, online, conference call, or any other electronic or paper medium.
4. At any Annual General Meeting, seven (7) members of the LDBA shall be a quorum, and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. Any Special meetings of the LDBA when summoned by any 25% of the general membership, 25% of the members of the LDBA shall be a quorum, and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at such meeting
5. The books and records of the LDBA may be inspected by any member of the LDBA or at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the officer or officers having charge of such books and records. Directors shall have access to such books and records at all reasonable times. Any non-member or current member not in good standing may not inspect the books and records of the LDBA unless authorized by the Board or by a special resolution of the members.
6. At the Annual General Meeting, the board will appoint two (2) members as Auditors.
  - a. The Member Auditors will review the financial records of the current fiscal year
7. Directions to the City of Leduc resulting from meetings of the LDBA shall be communicated to the City of Leduc via the City of Leduc's designated representative of the LDBA.

#### **ARTICLE VI MEMBER VOTING RIGHTS**

1. Every member in good standing represented at any LDBA Meeting shall be entitled to one vote. Proxy votes are authorized. Each such member shall designate a representative and alternate in writing and provide to the board in advance of any meeting.
2. Voting at meetings shall normally be by a show of hands, or if requested, by ballot. A roll call vote shall be taken, if requested, provided such a request has received approval of two-thirds of the members assembled.
3. The Chair shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide motions or amendments shall be carried at any Board or general meeting by a majority vote of those present unless otherwise provided in these bylaws.

#### **ARTICLE VII ELECTIONS**

1. The Directors elected from the Membership shall hold office until the new incoming Directors are sworn in.
2. In each year the Board shall fix a Nomination Deadline and an Election Day and shall notify the members 10 days in advance of the Nomination Deadline. The Nomination Deadline shall be 14 days prior to the AGM

The Board shall appoint a Nominating Committee.

- a. Each member shall be entitled to make nominations through the Nominating Committee
- b. Nominating Committee will post all nominations publicly as they are received, using LDBA social media or the LDBA website.
- c. Each nominee must complete the approved nomination form.
- d. The slate of nominations shall be forwarded to each member of the LDBA at least 10 days before Election on the date of the AGM by email, e-newsletter, LDBA social media, and/or the LDBA website.
- e. All nominations shall contain the consent of the member and be seconded by another member in good standing.
- f. After the close of nominations on Nomination Day, the Nominating Committee shall review the nominations received. In the event that only one nomination has been made for any office, that person shall be declared duly elected on Election Day.

- g. The Nominating Committee shall prepare a ballot on which shall appear the name listed alphabetically of nominees of each office. Three scrutineers shall be appointed by the Nominating Committee to distribute the ballots, collect completed ballots and tabulate the results of the voting on Election Day. At the close of voting, the Nominating Committee shall report the results of the Election, declare the results of the election and ensure that ballots are destroyed.
3. The elected Directors may, at any time, call for the appointment of new Non-voting Directors.
4. The elected Directors will, at the Inaugural Board Meeting, choose the Chair, Vice Chair, Treasurer and Secretary.

#### **ARTICLE VIII BYLAWS**

1. These bylaws shall not be rescinded, altered or added except by special resolution at an Annual General Meeting of the LDBA. All Members shall receive at least ten days' notice by email, phone, or mail specifying the date, time and place of the General Meeting at which amendments will be proposed and such notice shall include a copy of proposed amendments.
2. If quorum is met and a majority of the members present at the Meeting vote in favor of the amendment(s), then the amendment(s) shall be deemed to have been passed.

#### **ARTICLE IX AFFILIATIONS**

The LDBA, at the discretion of the Board, shall have power to affiliate with the Chamber of Commerce or any other organization in which membership may be in the interest of the LDBA.

#### **ARTICLE X FISCAL YEAR**

The fiscal year of the LDBA shall commence on the first day of January in each year.

#### **ARTICLE XI PROCEDURES**

Parliamentary procedures in accordance with Robert's Rules of Order shall be followed at all meetings.

**Signed on this day**

<b>Signature:</b>	<b>Address:</b>
	<b>City/Town</b>
<b>Print Name:</b>	<b>Province: Postal</b>
	<b>Code:</b>
<b>Signature:</b>	<b>Address:</b>
	<b>City/Town</b>
<b>Print Name:</b>	<b>Province: Postal</b>
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