




## **BY-LAWS OF WEST BROADWAY COMMUNITY ORGANIZATION**

We are a not-for-profit, charitable organization working to coordinate and support social and economic development efforts in Winnipeg's West Broadway neighbourhood. We function as both a residents' association and a Neighbourhood Renewal Corporation. We work with neighbours, community-based organizations, businesses, government, and other stakeholders to achieve community goals prioritized through regular, intensive consultation and planning efforts. If resources do not already exist, we work with partners to fill gaps or to develop and deliver in-house programming.

### **The West Broadway Community Organization**

1. The Organization was legally incorporated in 1997 as West Broadway Development Corporation under The Corporations Act CCSMcC225 (The Act). All references to the Corporation herein will utilize the registered operating name, West Broadway Community Organization or WBCO. The registered office of WBCO shall be within West Broadway.

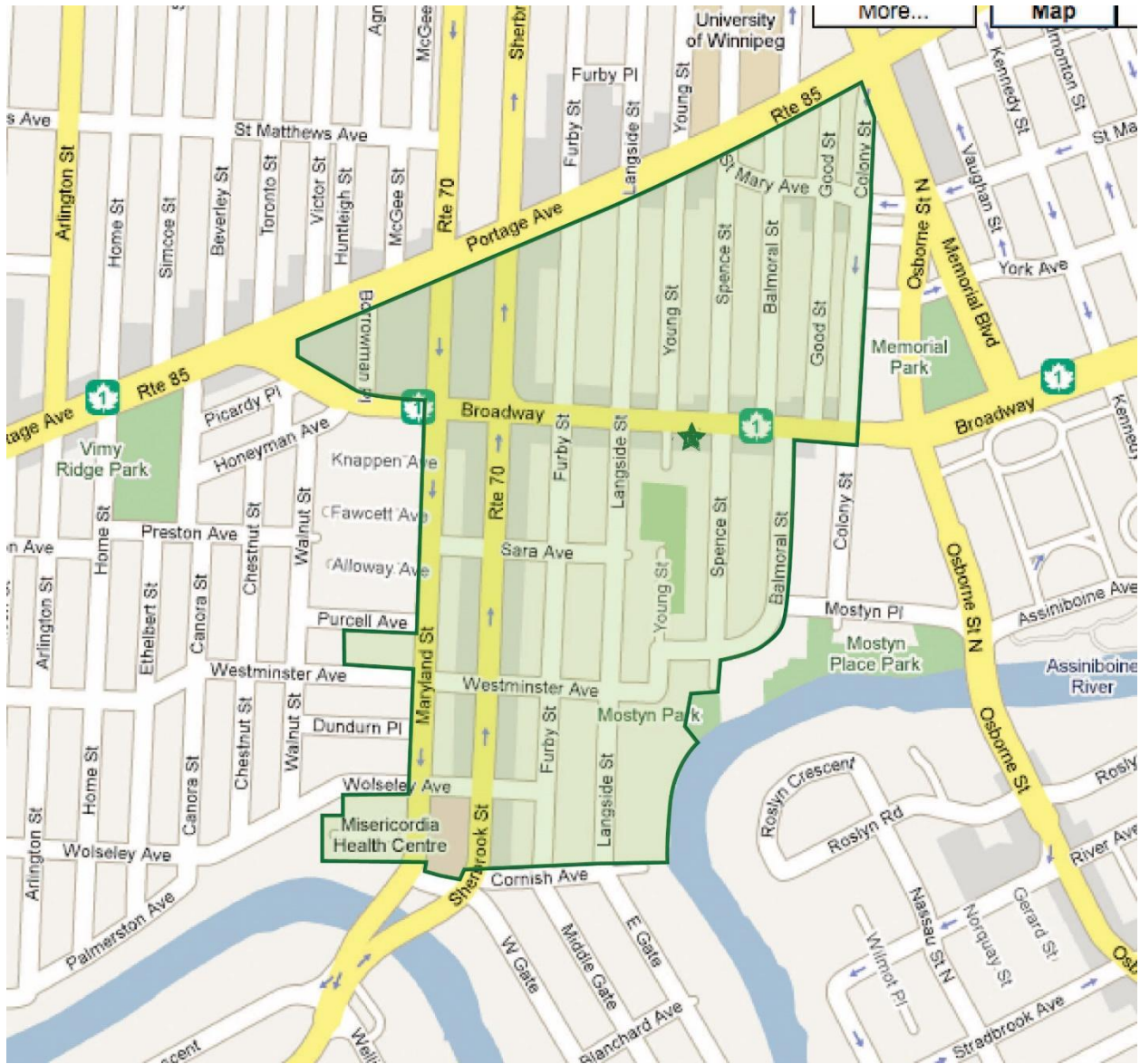


1.1 The registered WBCO office will be located within West Broadway on Treaty 1, territory, and homeland of the Metis. Notices to the offices may be delivered in person, by post, or by email [director@westbroadway.ca](mailto:director@westbroadway.ca)

## **West Broadway**

2. West Broadway refers to the West Broadway neighbourhood in the city of Winnipeg, province of Manitoba. For the purposes of these by-laws West Broadway is contained within the following boundaries (see map on page 3).

- i. The south side of Portage Avenue between Maryland Street and Colony Street.
- ii. Both sides of Colony Street from Portage Avenue to Broadway.
- iii. Both sides of Broadway Avenue from Colony Street to Balmoral Street.
- iv. Both sides of Balmoral Street from Broadway to Spence Street.
- v. Both sides of Spence Street from Balmoral Street to the Assiniboine River.
- vi. The north side of the Assiniboine River between Spence Street and Cornish.
- vii. Both sides of Maryland Street between the Assiniboine River and Portage Avenue.
- viii. The Misericordia Health Centre, Mulvey School, Westminster United Church and Gordon Bell High School are a part of West Broadway.



## Resident

3. An individual will qualify as a Resident of West Broadway if their place of ordinary residence is within these boundaries.



## Membership


4. Membership in the WBCO is open to anyone who resides, volunteers, or works in West Broadway. Individuals can become Members by registering at any General Meeting (section 5) or by submitting a request to the offices of WBCO. A Membership is terminated when any of the following conditions are met:


- i. The Member has not registered at a General Meeting in two years.
- ii. The Member is required to resign by a vote of 2/3 or more of the Members present at a General Meeting.
- iii. The Member notifies WBCO they no longer want to be a Member.
- iv. The Member no longer resides, volunteers, or works in West Broadway.



## **General Meeting**

- 5.** A General Meeting of the Members may be called at any time by the Board of Directors (section 7) or by a majority of the Members.
- i. Every Member is to be given at least 21 calendar days' notice of a General Meeting except Annual General Meetings which shall be set at a specific time and deal with specific matters (section 6). Members shall be given at least 40 calendar days' notice for an Annual General Meeting.
  - ii. The notice shall state the business of the meeting.
  - iii. The notice shall be sent to the last contact (home address or email) the Member has given to WBCO.
  - iv. The notice shall also be posted to WBCO's website.
  - v. A quorum for a General Meeting shall consist of 20 Members. Every Member shall have one vote.
  - vi. Voting by proxy will be permitted.
  - vii. Any error or omission in giving notice shall not invalidate the General Meeting if, at a subsequent General Meeting, the error or omission is accepted by a majority of the Members.

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- viii. Any Member may propose a motion for a General Meeting. If notice of the motion is delivered (by hand, by post, or by email) to the Executive Director of WBCO (section 9.1) at least 15 calendar days prior to the General Meeting.
  - ix. The wording of the proposed motion will be part of this notice.
  - x. The Executive Director shall give notice to all Members of all motions at least 14 days prior to the General Meeting.
  - xi. In the case of enactment or amendment to a by-law, the notice shall include a copy of the by-laws or information regarding how the Members can access the by-laws.
  - xii. Every motion will be moved by a Member and seconded by another Member at the General Meeting.
  - xiii. Motions will be decided by consensus wherever possible however, when the Members are unable to reach consensus, a vote shall be called. If a motion receives a majority of votes it is passed. If the vote is tied, a second vote will be taken. If the vote remains tied it will be defeated.
  - xiv. An enactment or amendment to the by-laws shall be decided by a vote. If a motion receives a majority of votes it is passed. If the vote is tied, a second vote will be taken. If the vote remains tied the enactment or amendment will be defeated.

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- xv. If a motion is passed at a General Meeting where an error or omission of notice has occurred the motion shall not be invalidated if, at a subsequent General Meeting, the motion is ratified.
  - xvi. The Board of Directors shall appoint a Facilitator for General Meetings.

### **Annual General Meeting**

6. The Annual General Meeting of WBCO will be held during the months of May or June. If the meeting cannot be held in these months due to an order by The City of Winnipeg, The Province of Manitoba, or The Government of Canada; the meeting will be rescheduled as soon as possible after the order is lifted. The Board of Directors shall appoint a Facilitator for the Annual General Meeting. At the Annual General Meeting the Members shall:

- i. Receive the report of the Chairperson of the Board of Directors (section 9.1) and the report of the Executive Director.
- ii. Receive, and vote to accept, the financial statement and report of WBCO.
- iii. Vote to accept, an auditor for the following year.
- iv. Elect Directors (section 7) for appropriate terms.
- v. Enact or amend by-laws by motion
- vi. Address any other motions brought before it




## **Board of Directors**

7. The affairs of WBCO shall be overseen by a Board of not less than seven Directors, with exception (section 7.6). Directors must be members of WBCO. Each Director shall have one vote. Greater than 50% of the Directors shall constitute a quorum. Directors shall be elected at an Annual General Meeting and shall hold office for a term of three years and shall be eligible for re-election when their term expires. No less than 50% of the Directors shall be residents of West Broadway. Should the percentage of Directors fall below 50%, only residents of West Broadway shall be nominated to the Board until such time as 50% or greater has been achieved. Employees of WBCO shall not be elected Directors.

7.1 The following is the procedure for electing Directors:

- i. The Governance and Board Development Committee (section 10), including the Secretary (section 9.1), shall be charged with administering the election.
- ii. At least 40 calendar days prior to the Annual General Meeting, notice of the election and a call for nominations shall be sent to each Member.
- iii. The notice shall be sent to the last contact (home address or email) the Member has given to WBCO.
- iv. The notice shall also be posted to WBCO's website. Notice shall include instructions on how to submit nominations.



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- v. Any Member may be nominated and the name of the nominee, together with a written acceptance of the nomination, must be delivered (by hand, by post, or by email) to the Executive Director of WBCO at least 20 calendar days prior to the General Meeting.
  - vi. The nominee may include biographical data and statements of principle if they wish.
  - vii. Any Member may nominate themselves.
  - viii. The Executive Director shall give notice (by hand, by post, or by email) to the Members of all nominees at least 14 days prior to the General Meeting.
  - ix. This notice shall include all biographical data and statements of principle if submitted.

7.2 At the Annual General Meeting, the Secretary shall present the names of nominees, and advise of the number of vacancies which are to be filled. If the number of nominees is equal to or less than the vacancies the nominees shall be acclaimed. If the number of nominees is greater than the vacancies, a vote will be conducted by written ballot. Each Member may vote for as many of the nominees, not greater than the number of vacancies, as they wish to support. Vacancies shall be filled by the nominees who received the most votes. In the event of a tie for the last vacancy, the winner shall be determined by a second ballot which will include only the tied nominees. In the event of a tie after the second ballot the tied nominees will be appointed to the board until the next Annual General Meeting at which time, they may be nominated to fill vacancies.




7.3 The term of a Director will automatically terminate:

- i. On their death, resignation, or judicial or medical determination of mental incapacity.
- ii. As a result of non-attendance at 3 of the first 7 regular Board Meetings or 4 of the total regular Board Meetings in the year between Annual General Meetings. This would include meetings cancelled due to a lack of quorum.

7.4 The Board may also remove a Director. To do so the Board must comply with the following procedure:

- i. A motion to remove a Director must be presented at a meeting of the board prior to the meeting which will consider the motion.
- ii. The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion.
- iii. A decision on the motion to remove a Director must be voted on by secret ballot and be supported by at least a 2/3 majority.

7.5 If the position held by a Director becomes vacant, the Board may fill the vacancy from among the members, and the individual so appointed shall serve until the next Annual General Meeting at which time they may be nominated to fill vacancies.



7.6 The Directors shall serve as Directors without remuneration, and no Director shall directly or indirectly receive profit from their position. A Director may be paid reasonable expenses incurred by them in the performance of their duties.

### **Meetings and Duties of the Board of Directors**

8. The Board of Directors must meet at least 8 times each year and other meetings may be held as the Directors choose. Each Director is to be given 7 calendar days' notice (by hand, by post, or by email) of the meeting unless a Director waives the requirement (by hand, by post, or by email). Mention in the minutes of the previous Board of Directors meeting constitutes notice. Motions arising at any meeting of the Board of Directors shall be decided by consensus except in cases where these by-laws or any law requires otherwise. If consensus cannot be achieved the question will be decided by majority vote except in cases where these by-laws or any law requires otherwise. Following an Annual General Meeting, the Directors shall elect Officers (section 9) of WBCO and make appointments to any committees (section 10). The election of Officers shall be by majority vote and by secret ballot unless only one Director wishes to stand for the position, in which case, the Director is acclaimed. The Board of Directors may appoint an Executive Director of WBCO and delegate to the Executive Director full authority to manage the affairs of WBCO and to employ and discharge agents and employees of the WBCO in accordance with policies adopted from time to time by the Board. The Executive Director does not have authority over anything which these by-laws, or any law, requires the Members or the Directors to perform. The Executive Director will be unelected, ex-officio, non-voting Member of the Board.



## 8.1 The Directors are responsible for:

- i. Ensuring the work of WBCO is completed.
- ii. Establishing the policies and directives of WBCO enacted at the Annual General Meeting.
- iii. Ensuring the funds of WBCO are accounted for properly.
- iv. Ensuring minutes of the Board of Directors Meetings are properly maintained.
- v. Taking the steps necessary to enable WBCO to receive donations and benefits.
- vi. Managing the Executive Director.
- vii. Appointing a Facilitator for General Meetings including the Annual General Meeting.

8.2 The Directors may exercise all powers of WBCO except those which these by-laws, or any law, require to be exercised by the Members. The Directors may appoint any individual person, or employee to sit as ex-officio, non-voting Member of the Board.

## **Officers**

9. The Officers of WBCO shall be elected by the Board of Directors (section 8) for a term beginning upon their election to the time of the following election of officers. An Officer may serve as many terms as the Board of Directors determines. The Officers will be assigned responsibilities by the Board of Directors.



## 9.1 The Officers shall be:

### a) Chairperson. The chairperson shall be responsible for:


- i. Being the lead manager, under the authority of the Board of Directors, of the Executive Director.
- ii. Approving the Annual Report to the Members to be presented to Members at the Annual General Meeting.
- iii. Being prepared to comment on all aspects of WBCO operations and doing so, if necessary, in the absence of the Executive Director.

### b) Vice-Chairperson(s) one or more, depending on the size of the Board. The Vice-Chairpersons shall be responsible for:

- iv. Presiding over the meetings of the Board of Directors. If there is more than one Vice-Chairperson, the Board of Directors will decide which will preside.
- v. Fulfilling the duties of the Chairperson in their absence.

### c) Secretary. The Secretary shall be responsible

for:


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- i. Attending all meetings of the Board of Directors, General Meetings, and the Annual General Meeting. At these meetings the Secretary will act as clerk, recording all votes and minutes of proceedings.
  - ii. Giving notice of General Meetings, including the Annual General Meeting, to the Members.
  - iii. For Annual General Meetings, send a call, to the Members, for nominations to the Board of Directors.
  - iv. Collecting and counting the ballots, for Directors of the Board, at the Annual General Meeting.

d) Treasurer. The Treasurer shall be responsible for:

- i. Chairing the Finance Committee of the Board of Directors.
- ii. Making recommendations to the Board of Directors on the budget, quarterly, and year-end statements.
- iii. Approving the financial statement in the report presented to Members at the Annual General Meeting.

e) Executive Director. The Executive Director is appointed by the Board of Directors and the term of office shall be determined by the contract entered by the Executive Director and Board of Directors. The Executive Director shall be responsible for:

- i. Being an ex-officio Officer of WBCO.

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- iv. Managing the operations of WBCO, including hiring, and managing Employees.
  - v. Developing a budget and maintaining the finances of WBCO.
  - vi. Being a spokesperson for WBCO.
  - vii. Sending notices of motion to the Members.
  - viii. Sending notices of Board of Director nominees to the Members.
  - ix. Reporting to the Board and making recommendations.

9.2 The Board of Directors may create any other offices as they see fit. Any Officer may resign by giving notice (by hand, by post, or by email) to the Secretary, or in the case of the Secretary, to the Chairperson of the Board. An Officer may be removed, at any time, by a majority vote of the Board of Directors. This vote shall be by secret ballot. All Directors who are present may vote. If an Officer position is vacant, the Board of Directors shall elect a replacement from members of the Board of Directors.

### **Committees of the Board of Directors**

10. The Board of Directors shall have the following standing committees:

- i. Finance Committee.



ii. Governance and Board Development Committee.

10.1 The Board of Directors may establish and dissolve other committees. The Board of Directors shall set terms of reference to guide the work of each Committee. Appointments to Committees are made so that there are a minimum number of Directors on each Committee to ensure the Committee's functionality. Committee Meetings are open to all Directors and notice (by hand, by post, or by email) should be delivered to all Directors at least 7 days in advance unless a Director waives the requirement (by hand, by post, or by email). Mention in the minutes of the previous Board of Directors Meeting constitutes notice. The decisions of the Committees shall be in the form of recommendations to the Board of Directors.

### **Financial Year and Appointment of Auditor**

11. The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year or on such other date as the Directors may from time to time, by resolution, determine. At each Annual General meeting, the Members shall approve the audited financial statements, and appoint an auditor for the current fiscal year. If a vacancy occurs between Annual General Meetings, the Board of Directors shall appoint a replacement. The auditor shall be paid an amount determined by the Board of Directors. The Board of Directors are responsible for keeping whatever books and records these bylaws, or any law, requires. The books and records of WBCO shall be open for view at the registered office WBCO by anyone who gives reasonable notice.






## **Signing Documents**

12. Any documents requiring the signature of WBCO are to be signed by any two designated Directors. Directors are designated as signers by a majority vote at a Board of Directors meeting. A properly signed document is binding to WBCO without further authorization or formality.

## **Protection of Directors, Officers, and Others**

13. No Director or Officer from the time being of WBCO, once known in these by-laws as the Corporation shall be liable for:


- i. The acts, receipts, neglects or defaults of any other Director, Officer, or Employee or for joining in any receipt or act for conformity, or
- ii. Any loss, damage, or expense to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or
- iii. Any insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or
- iv. Any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any of the monies, securities or effects shall be lodged or deposited, or

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- v. Any loss, conversion, misapplication, or misappropriation or for any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or
  - vi. Any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation to, unless the same shall happen by or through their own wrongful or willful act or through their own wrongful and willful neglect or default.

13.1 The Directors from the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether made, done, or entered in the name or on behalf of WBCO except such as shall have been submitted to and authorized by the Board of Directors.

### **Indemnity**

14. Each Officer and each Director of WBCO and each former Officer and each former Director of WBCO and each person who acts and/or has acted at WBCO's request as a Director or Officer of anybody corporate of which WBCO is or was a shareholder or creditor, and their heirs and legal representative, shall be indemnified against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or procedure to which they are made party by reason of being or having been a Director or Officer of WBCO or such body corporate, to the extent provided by Section 119 of the Act.



14.1 WBCO shall purchase and maintain insurance for the benefit of any person referred to in this section against any liability incurred by such person pursuant to Section 117 (1)(b) of the Act.

### **Dissolution or Winding Up**

15. Members of WBCO do not have and cannot have any personal interest in the property and assets of WBCO. If WBCO is dissolved or disbanded any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purposes are most like those of the association at the time, and substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

Revised December 5, 2022

Pending approval at WBCO's 2023 Annual General Meeting