

BY-LAW 1A

PREAMBLE

This is the general By-Law of the West Broadway Development Corporation.

INTERPRETATION

1. In this and any other By-Law of the Corporation, the following rules apply unless the context indicates otherwise:
 - a) Singular words include the plural;
 - b) Reference to persons includes corporate entities and unincorporated associations or organizations;
 - c) "Individual" refers to a natural person only;
 - d) Reference to any By-Law, statute or law includes any later amendment or re-enactment of the By-Law, statute, or law, and Reference to the "Act" means The Corporations Act of the Province of Manitoba and any amendments thereto;
 - e) "Corporation" and "WBDC" refer to the West Broadway Development Corporation;
 - f) "West Broadway" refers to the West Broadway neighbourhood in the City of Winnipeg, Province of Manitoba, as contained within the following boundaries:
 - i. The south side of Portage Avenue between Maryland Street and Colony Street;
 - ii. Both sides of Colony Street from Portage Ave. to Broadway Avenue;
 - iii. Both sides of Broadway Avenue from Colony Street to Balmoral Street;

- iv. Both sides of Balmoral Street from Broadway Avenue to Spence Street;
 - v. The north side of the Assiniboine River between Spence Street and Cornish Avenue;
 - vi. The north side of Cornish Avenue between the Assiniboine River and Maryland Street;
 - vii. Both sides of Maryland Street between the Assiniboine River and Portage Avenue;
 - viii. Gordon Bell High School and Mulvey School are also included in West Broadway;
 - ix. See map attached below
- g) “Head Office” refers to the head office of the Corporation as described in section 9; and
 - h) An individual will qualify as a resident of West Broadway if their place of ordinary residence, as that term is defined in the Canada Elections Act, is in West Broadway.

CORPORATE SEAL

- 2. The seal of the Corporation shall be in the form prescribed by the First Directors, with the words “West Broadway Development Corporation inscribed thereon.

CONDITIONS OF MEMBERSHIP

- a) Membership in the Corporation is open to any individual 16 years of age or older who lives, volunteers or works in West Broadway.
- b) Individuals may become members of the Corporation by submitting a form, designed for this purpose, at a general meeting of the Corporation or by submitting such a form to the Head Office of the Corporation.

- c) A member's membership is terminated when any of the following conditions are met:
 - i. correspondence sent to the member is returned undelivered;
 - ii. the member has not registered at an Annual Meeting in two years;
 - iii. the member is required to resign by a vote of 2/3 of the members present at an Annual Meeting;
 - iv. the member notifies the Corporation that they no longer wish to be a member; or
 - v. the member no longer meets the conditions of membership set out in this Bylaw.

HEAD OFFICE

The registered head office of the corporation shall be within West Broadway.

- 3. The Corporation may establish other offices and agencies in the Province of Manitoba, which the Directors may decide are necessary from time to time.

BOARD OF DIRECTORS

- 4. The affairs of the Corporation shall be managed by a Board of not less than seven and not more than nine members of the organization and each Director shall have one vote, and greater than 50% of the Directors shall constitute a quorum.
- 5. Directors shall be elected at an Annual Meeting and shall hold office for a term of 3 years and Directors shall be eligible for re-election when their term expires.

a) Minimum proportion of residents on the Board of Directors

Upon the completion of the election of Directors at each Annual General Meeting, residents of the West Broadway neighbourhood (as defined by the City of Winnipeg and Neighbourhoods Alive!) shall comprise no less than 50% of the membership of the Board of Directors.

For greater certainty, should any director or Directors cease to be a resident throughout the year following the Annual General Meeting, no non-resident director will have to be removed in order to maintain the 50% minimum of residents.

b) Meaning of "resident"

For the purpose of these by-laws, an individual will qualify as a resident of the West Broadway Neighbourhood if their place of ordinary residence, as defined in the Canada Elections Act, is within the boundaries of the area. If the rules set out in the Canada Elections Act are not sufficient to determine an individual's place of ordinary residence, the West Broadway Development Corporation's Board of Directors shall decide whether the individual is a resident of the area.

6. Employees of the Corporation shall not be elected a Director.

7. The following is the procedure for electing Directors:

- a) The Governance and Board Development Committee, including the Secretary, shall be charged with administering the election;
- b) At least 40 calendar days prior to the Annual Meeting, notice of the election and a call for nominations shall be sent to each member and shall be publicized on the Corporation's website;
- c) Nominations shall be accepted at the Head Office of the Corporation and the above-mentioned notice shall include instructions on how to submit nominations;

- d) Any person who fulfills the “conditions of membership”...may be nominated and the name of the nominee, together with a written acceptance of the nomination, must be received by the Governance and Board Development Committee and submitted by them to the Board at least 20 calendar days prior to the Annual Meeting;
 - e) At the Annual Meeting, the Secretary shall present the slate of nominees, and advise of the number of vacancies which are to be filled and if the number of nominees is equal to or less than the vacancies, the Chair shall ask for a vote of acclamation of the entire slate; and If the number of nominees is greater than the vacancies, the slate will be put to a vote by written ballot and each member may vote for as many of the nominees as they wish to support and vacancies shall be filled by the nominees who received the most votes;
 - f) In the event of a tie for the last vacancy, the winner shall be determined by a second ballot.
8. The term of a Director shall automatically terminate on her/his death, resignation, judicial or medical determination of mental incapacity, non-attendance at 3 of the first 7 regular board meetings or 4 of the total regular board meetings, this would include meetings cancelled due to a lack of quorum. The board may also remove a Director; in order to do so the Board must comply with the following procedure:
- a) A motion to remove a Director must be presented at a meeting of the Board prior to the meeting which will consider the motion;
 - b) 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; and
 - c) A decision on the motion to remove a Director must be vote on by secret ballot and be supported by a 2/ 3 majority of the Directors present at the meeting for the motion to be carried.

9. If the position held by a Director becomes vacant, the Board may fill the vacancy from among the Members, and the individual person so appointed shall serve the remainder of the term to which the vacating Director was elected;
10. The Directors shall serve as Directors without remuneration, and no Director shall directly or indirectly receive profit from his/her position as a Director, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

MEETINGS AND DUTIES OF DIRECTORS

11. The Directors must meet at least six times each year and other meetings may be held at any given time and place the Directors choose and each Director is to be given 7 calendar days written notice of the meeting but formal notice is unnecessary if all the Directors are present at a meeting, or waive the notice requirement in writing.
12. At the first meeting of Directors following an Annual Meeting, the Directors Shall elect Officers of the Corporation, and make appointments to any standing committees of the Corporation and the election of Officers shall be by secret ballot.
13. The Board of Directors may appoint an Executive Director of the Corporation and delegate to the Executive Director full authority to manage the affairs of the Corporation and to employ and discharge agents and employees of the Corporation in accordance with policies adopted from time to time by the Board.
14. The Executive Director does not have authority over anything which this By-Law or any law requires Members or the Directors to perform and the Executive Director will be an unelected, ex-officio, non-voting Member of the Board.
15. The Directors are responsible for ensuring that the work of the Corporation

is completed, for establishing the policies and directives of the Corporation made at the Annual Meeting of the Corporation, for ensuring that the funds of Corporation are accounted for properly, for ensuring that minutes of the meetings of Directors are properly maintained and for taking the steps necessary to enable the Corporation to receive donations and benefits.

16. The Directors may exercise all the power of the Corporation except those which the Act or a By-law of the Corporation require to be exercised by the Members and, more specifically, the Directors may do any of the following things:
 - a) Authorize expenditures, including payment for expenses incurred Prior to the By-Law being enacted; Delegate to an Officer power to employee employees and pay Salaries thereto;
 - b) Make appropriate rules for the operation of the Corporation; and Appoint any individual person, or employee to sit as an ex-officio, non-voting Member of the Board.

OFFICERS

17. The Officers of the Corporation shall be a Chairperson of the Board, one or More Vice-Chairperson of the Board, Secretary, Assistant-Secretary, Treasurer and other such Officers, including an Executive Director, as the Board of Directors may from time to time decide.
18. Officers shall hold office for a term of 1 year and any Officer may resign Office by giving notice to the Secretary, or in the case of the Secretary to the Chairperson of the Board.
19. The Board may remove an Officer by following the procedure for removal Of a Director set out in paragraph 18 of this By-Law.
 - a) Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall not be entitled to vote except in the case of an equality of votes whereupon the Chair of the meeting shall have the ability to cast a vote.

20. If a vacancy occurs in any office the Board will fill it from among the Members of the Board.
21. If an Officer dies, resigns, retires, or is removed, any property of the Corporation in his or her possession is to be returned to the Board and it is the responsibility of the Secretary to make sure this is done.
22. The Chairperson of the Board shall preside at all Board of Directors meetings of the Corporation The Board of Directors is responsible for:
 - a) The general management of the Corporation;
 - b) The preparation and submission of the report of the Corporation to the Members at the Annual Meeting.
23. In the absence of the Chairperson of the Board, the First Vice-Chairperson shall perform the duties of the Chairperson of the Board.
24. The Secretary shall attend all meetings of the Board, and General Meetings of the Members, and act as clerk at those meetings, recording all votes and minutes of proceedings in the minute book of the Corporation and the Secretary shall also give notice of meetings of Members, If the secretary is unable to perform their duties at any meeting, the secretary shall designate another director to assume these duties.
25. The Treasurer has custody and responsibility for the money of the corporation, and shall keep accurate accounts of all assets, liabilities, receipts and disbursements, and provide an accounting to the Chairperson of the Board and Directors whenever they require.
26. The duties of any other Officers will be assigned by the Board and after the office is created.

27. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following standing committees:

- Finance Committee; and
- Governance and Board Development Committee,

The Board of Directors shall establish and dissolve other committees as needed to assist the Board in fulfilling its responsibilities.

The Board of Directors shall set terms of reference to guide the work of each committee.

SIGNING DOCUMENTS

28. Any documents requiring the signature of the Corporation are to be signed by any two Officers and any properly signed document is binding on the Corporation without further authorization or formality and the Board shall appoint any Officer to sign any document for the Corporation.
29. The seal of the Corporation may be affixed to any document requiring it by the Officer signing the document.

MEETINGS

30. The Annual Meeting of the Corporation shall be held during the month of June on a day, and at a place, which the Board decides is convenient.
31. At the Annual Meeting the Members shall:
 - a) Receive the report of the Directors;
 - b) Receive the financial statement and report of the Corporation;

- c) Elect Directors as required for the appropriate terms;
 - d) Appoint an accountant for the following year; and
 - e) Address any other business brought before it.
32. A General Meeting of the Corporation may be called at any time by the Board of Directors, or the Chairperson of the Board, or any vice-chairperson, or by 50% of the Members and every Member is to given at least 21 calendar days notice of a General Meeting and the notice shall state the business of the meeting and is to be sent to the last contact information the Member has given to the Corporation.
33. A quorum of the Corporation shall consist of 20 Members and each Member shall have one vote and voting by proxy will be permitted.
34. Any error or omission in giving notice of a meeting will not invalidate the meeting, or anything done at the meeting and Members may waive the notice requirements and may approved and confirm anything done at a meeting held without notice.
35. Every question at any meeting will be decided by a consensus among Members wherever possible, however, where the members are unable to reach a consensus a question shall be decided by a majority of votes, unless the Act or any By-Law of the Corporation requires otherwise and if the vote is tied, a second vote will be called and if the vote remains tied thereafter, the question will be defeated.
36. The rule of procedure at meetings was determined at the first Annual Meeting to be Roberts Rules of Order and may be amended at any time by ordinary motion.

RESOLUTIONS OF MEMBERS AND ADMENDMENTS

37. An ordinary resolution may pass on a simple majority of votes and a special

resolution must be identified as such in the notice of the meeting at which it will be considered and requires a 2/3 majority to pass.

38. By-Laws of the Corporation may be enacted or amended by ordinary resolution at any General Meeting.
39. Notice to introduce or amend a bylaw of the corporation is to be provided to all Members at least 14 calendar days prior to the meeting at which the proposed change will be considered. The wording of the proposed changes will be made readily available to the WBDC membership, and the notice shall include information regarding how a member can access the proposed bylaw changes.

FINANCIAL YEAR AND ACCOUNTANTS

40. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time, by resolution, determine.
41. At each Annual Meeting, the Members shall appoint an accountant to review the accounts of the Corporation and the accountant will hold office until the following annual Meeting and if a vacancy occurs between Annual Meetings, the Board will appoint a replacement.
42. The accountant shall be paid an amount determined by the Board.
43. The Directors are responsible for keeping whatever books and records the By-Laws or any law requires and the books and records of the Corporation shall be open for view at the registered office of the Corporation by anyone who gives reasonable notice.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

44. No Director or Officer from the time being of the Corporation shall be liable:

- a) for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity, or
- b) for 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
- c) for the 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
- d) 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
- e) for 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
- f) for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wrongful or willful act or through his or her own wrongful and willful neglect or default.

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 or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized by the Board of Directors.

INDEMNITY

45. Each Officer and each Director of the Corporation and each former Officer and each former Director of the Corporation and each person who acts and/or has

acted at the Corporation's request as a Director or Officer of any body corporate of which the Corporation is or was a shareholder or creditor, and his or her 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 him or her in respect of any civil, criminal or administrative action or procedure to which he or she is made party by reason of being or having been a Director or Officer of the Corporation or such body corporate, to the extent provided by Section 119 of the Act.

46. The Corporation 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

47. Members of the Corporation do not have and cannot have any personal interest in the property and assets of the Corporation and if the Corporation is dissolved or disbanded any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purposes are most similar to 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.

Enacted June 14, 2018

WBCO Jurisdiction



