



Bylaws

of the

Garment District Neighbourhood Association

Toronto, Ontario

as adopted May 28, 2017

Name

The name of the Association shall be the *Garment District Neighbourhood Association (GDNA)*.

Official Boundaries

The boundaries of the Association shall be from the north side of King Street West to the south side of Queen Street West, from the east side of Bathurst Street to the west side of Spadina Avenue within the City of Toronto.

Mission Statement

The *Garment District Neighbourhood Association (GDNA)* is a non-profit corporation created to accomplish the objectives of the Association. The mission of the *GDNA* is to build and promote an attractive, inclusive, safe and healthy community.

Objectives

- to be a non-partisan voice for residents of the *Garment District*
- to be guardians of the District's historic and cultural character
- to work with municipal, provincial and federal representatives, developers and businesses to resolve issues and enrich our community

The *GDNA* shall be administered without the purpose of personal gain to any particular member or subset of members.

Organization Structure

GDNA is incorporated federally under the Canada Not-for-profit Corporations Act: certificate number 9799214 dated 2016-06-19.

There shall be four (4) Directors of the *GDNA*: one Chair, one Vice-Chair, one Secretary and one Treasurer.

Directors shall be elected annually from the membership as defined in Section 1 - "Membership".

Directors will appoint willing members as Officers to Special Projects as required from time to time.

Together, the Directors and the Special Project Officers comprise the *GDNA* Executive.

1. Membership

- a. All residents who live within the boundaries as defined in the "Official Boundaries" section are eligible to be members of the GDNA.
- b. To be a member in good standing, a member must have paid the membership fee for the year as defined in Section 2 - "Fees".
- c. Directors have authority to waive membership fees under special circumstances.
- d. All members in good standing have the right to vote at all Annual General Meetings and Special Meetings.
- e. All members in good standing have the right to stand for a position of Director.
- f. The membership year shall be defined as the calendar year January 1st to December 31st.
- g. Any member of the GDNA can request to view current and past meeting minutes and financial records of the Association.

2. Fees

- a. The membership fee shall be set at the Annual General Meeting or as a motion put forward at a Special Meeting.

3. Meetings (Annual General / Executive / Special)

- a. The Annual General Meeting shall be held within fifteen (15) months of the previous Annual General Meeting, on a date set by the Directors.
- b. GDNA Executive Meetings will be held a minimum of four (4) times a year, called by the Directors at least seven (7) days prior to the date of the meeting. Although voting rights at such meetings are restricted to the Executive (Directors and Officers), all members in good standing are welcome to attend and otherwise participate.
- c. Special Meetings of the general membership can be called by a majority of the Directors or at the request of ten percent (10%) of the members in good standing. A request for a Special Meeting must clearly state the reason for the meeting and the agenda of the meeting will be restricted to that issue.

- d. Notice for all meetings will be given in a timely fashion via email.
- e. Fifteen percent (15%) of the membership shall constitute a quorum for the Annual General Meeting. Executive and Special Meetings do not require a quorum.
- f. Voting at all meetings shall be resolved by a simple majority of eligible members in attendance. There shall be no proxy voting. In case of an equality of votes, the Chair of the meeting shall have, in addition to an original vote, a second or casting vote.
- g. Meeting minutes shall be posted to the GDNA website.

4. Directors

- a. At the Annual General Meeting, four (4) directors shall be elected by the members comprising the GDNA.
- b. Directors shall be elected for a one year term but can serve consecutive terms.
- c. Directors must be members of the Association or must become members of the Association within ten (10) days of being elected.
- d. Directors must be eighteen (18) years or older.
- e. Directors shall serve without remuneration and without any conflict of interest to the objectives of the Association.

5. Directors - Roles and Duties

- a. The Chair provides leadership within the Association, calls and chairs meetings, functions as Association contact for external organizations.
- b. The Vice Chair assists the Chair in the leadership role. He/she also assumes the duties of another Director on an interim basis should another Director be temporarily unavailable or incapacitated.
- c. The Secretary takes minutes of meetings and coordinates posting to the Website, maintains all records of the Association (Articles of Incorporation, GDNA By-Laws, membership and mailing lists), files annual returns to Corporations Canada.
- d. The Treasurer manages and reconciles the Association finances, including bank and PayPal accounts as well as internal accounting records of revenues and expenses.

6. Directors – Interim Changes

- a. A Director is considered to have resigned if he/she is no longer resides within the GDNA catchment or if he/she has failed to pay current membership dues.
- b. A Director can be removed from office if, at a Special Meeting called specifically for that purpose, a resolution is passed by the majority of members present.
- c. A Director may be removed from office if absent from three (3) consecutive Executive Meetings without a satisfactory reason. The remaining Directors will make that determination and fill the vacancy with another member of the Association until the next Annual General Meeting.

7. Officers

- a. Officers will be appointed to and removed from Special Projects by the Directors as required.
- b. Officers must be GDNA members in good standing of the Association as defined in Section 1 - "Membership".
- c. An Officer will take the lead on an identified Special Project and may include other members and non-members in its execution.
- d. Officers will be deemed Executive members of the GDNA.

8. Amendments of Bylaws

- a. The Directors may make, amend or repeal any by-law that governs the actions of the GDNA and such amendments will become valid immediately.
- b. The Directors will submit their by-law amendments to the members at the Annual General Meeting of the Association for approval of the general membership or at a Special Meeting called specifically to gain approval. If the amendments are not approved by the membership, then the amendments cease to have any force.
- c. Any member of the GDNA can propose an amendment to a by-law to be voted on at the Annual General Meeting or at a Special Meeting called for that purpose. Thirty (30) days' notice of the proposed amendments must be given to the members prior to such meeting.

9. Financial Dealings of the GDNA

- a. A financial account will be held at a registered financial institution. The withdrawal of funds from this account shall require the simultaneous authority of two (2) of the Directors.
- b. Any contract or other obligation entered into by the GDNA must be signed by two (2) of the Directors.
- c. The GDNA may not borrow monies under any circumstances.