



Bylaws

of the

Garment District Neighbourhood Association

Toronto, Ontario

as adopted February 24, 2019

A. ABOUT THE ASSOCIATION

A.1. Name and Status

The name of the Association is the *Garment District Neighbourhood Association (GDNA)*. The GDNA is incorporated federally under the *Canada Not-for-profit Corporations Act*: certificate number 9799214 dated 2016-06-19.

A.2. Official Boundaries

The boundaries of the Association are 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.

A.3. Mission Statement

The mission of the GDNA is to build and promote an attractive, inclusive, safe and sustainable community.

A.4. 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

A.5. Code of Conduct

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

All members shall support the diversity of our community and not discriminate based on race, gender, sexual orientation, political or religious affiliation or housing group; shall abide by the Ontario Human Rights Code and the Canadian Charter of Rights and Freedoms; shall be respectful at all times of other members and meeting guests.

B. MEMBERS

B.1. Voting Members

- a. Any resident who lives within the boundaries as defined in section A.2 "Official Boundaries" is eligible to be a Voting Member of the GDNA.
- b. To be a Voting Member in good standing, a member must have paid the membership fee for the year as set at the Annual General Meeting or as a motion put forward at a Special Meeting.
- c. The membership year is defined as the calendar year January 1st to December 31st.
- d. Directors have authority to waive membership fees under special circumstances.
- e. All Voting Members in good standing have the right to vote at all General Meetings, Annual General Meetings and Special Meetings.
- f. All Voting Members in good standing have the right to stand for a position of Director.
- g. Voting Members may be appointed by the Directors to chair Standing Committees or Ad-hoc Committees as required.

B.2. Associate Members

- a. Associate Members will be recruited from populations that are likely to broaden community input and improve decision making; specifically area businesses, elected officials, condo Boards, affiliate Resident Associations and local organizations.
- b. Associate Members are permitted to attend General and Annual General Meetings; can express opinions but cannot vote; can participate on GDNA Committees but cannot chair them.
- c. Associate Membership needs to be confirmed annually on the same cycle as Voting Members.
- d. To be an Associated Member, a business must operate locally and pay an annual fee as set at the Annual General Meeting.
- e. Non-business Associate Members are not required to pay a fee.

C. MEETINGS

C.1. Protocols

- a. Notice for all meetings will be given in a timely fashion via email.
- b. Voting at all meetings will be resolved by a simple majority of the Voting Members in attendance. There will be no proxy voting. In case of a tie, the President of the meeting shall have, in addition to an original vote, a second or casting vote.
- c. Voting may be achieved outside of meeting structures utilizing email and/or polling software. Responses received from the poll will constitute votes and be interpreted in the same manner as votes at a meeting.
- d. Unapproved minutes of all meetings will be posted to the GDNA website within a month of occurrence.

C.2. General Meetings

- a. General Meetings, open to both Voting Members and Associate Members (and guests invited at the discretion of the Executive), will be held at least every second month.
- b. Only Voting Members will be permitted to vote.

C.3. Annual General Meetings

- a. The Annual General Meeting will be held within fifteen (15) months of the previous Annual General Meeting, on a date set by the Directors.
- b. Fifteen percent (15%) of Voting Members shall constitute a quorum for the Annual General Meeting.
- c. The AGM will be open to both Voting and Associate Members although only Voting Members will be permitted to vote.

C.4. Special Meetings

- a. Special Meetings of the Voting Membership may be called by a majority of the Directors or at the request of ten percent (10%) of Voting Members in good standing.
- b. 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. GOVERNANCE

D.1. Directors

- a. There are four (4) Director positions of the GDNA: one President, one Vice-President, one Secretary and one Treasurer.
- b. Directors shall be elected by the Voting Members at the Annual General Meeting. They will be elected for a two-year term on a staggered rotation and may serve consecutive terms.
- c. Directors must be Voting Members of the Association.
- 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.

D.1.2. Interim Changes

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

D.1.3. Director Roles and Duties

- a. The President provides leadership within the Association, calls and chairs meetings, functions as Association contact for external organizations.
- b. The Vice President assists the President 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.

D.2. Committees

a. GDNA Committees may be Standing or Ad-hoc in nature.

b. Committees are created by the Directors based on need and relevance to Association goals and priorities.

D.2.1. Committee Chairs

a. Chairs will be appointed to and removed from committees by the Directors as required.

b. Committee Chairs must be GDNA Voting Members in good standing of the Association.

c. A Chair will take the lead on an identified Committee and may include other members (both Voting and Associate) and even non-members in its execution.

d. Committee Chairs are deemed to be Executive members of the GDNA.

D.3. Executive

a. Directors and Committee Chairs together constitute the GDNA Executive.

b. The Executive shall meet at least twice a year at the call of any Director provided that notice of at least seven (7) days has been given prior to the occurrence.

c. The Executive may vote by a simple majority to remove an individual from membership, either Voting or Associate.

D.3.1. Executive Duties

a. Members of the Executive are responsible for reviewing the effectiveness, progress and priorities related to the governance and initiatives of the GDNA.

E. ADMINISTRATION

E.1. 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 Voting Members at the Annual General Meeting of the Association for approval or at a Special Meeting called specifically to gain approval. If the amendments are not approved by the Voting Membership, then the amendments cease to have any force.
- c. Any Voting Member of the GDNA may 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.

E.2. Financial Dealings of the GDNA

- a. A financial account will be held at a registered financial institution. The withdrawal of funds from this account will 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.