

Date of Signing of Amended Constitution and By-Laws _____

President _____
print name signature

Vice -President _____
print name signature

Treasurer _____
print name signature

**Eastern Beaches Development Corporation (EBDC)
By-Laws**

LAND ACKNOWLEDGEMENT

The land area for Eastern Beaches Development Corporation in Manitoba are located on the original lands of the Anishinaabe, Cree, Oji-Cree, Assiniboine, Dakota and Dene Peoples, and the National Homeland of the Red River Métis.

We respect the Treaties that were made on these territories, we acknowledge the harms and mistakes of the past, and we dedicate ourselves to move forward in partnership with Indigenous communities in a spirit of reconciliation and collaboration.

We encourage all users to learn more about the land that they are travelling on.

A. Constitution

1. Name

The organization shall be known as the Eastern Beaches Development Corporation. (EBDC) and referred to as EBDC in this document. These Bylaws of EBDC replaces GBADC for its previous Constitution which included terms which can be referred to as former corporate Bylaws.

2. Objectives

The objects of the EBDC shall be:

- To bring together those interested in promoting the cause of good fellowship in the Eastern Beaches community.
- To Provide central planning and coordination of programs, activities, fundraising events and other initiatives for the communities.
- To provide meetings and website of same where information can be shared to create this good fellowship.
- To provide financial and administrative assistance as far as the finances on hand of the EBDC will permit, for the promotion of its objectives.
- To use any profits or other accreditations of the EBDC for the management of its affairs and the promotion of its objectives.
- To communicate information regarding: programs; events; initiatives, activities and fund-raising events to the communities and EBDC members.
- To promote good relations between the businesses as well as surrounding communities of the Eastern Beaches of Lake Winnipeg.
- To represent the EBDC on committees in respect to all levels of Government, businesses community organizations.

3. Definitions

a) EBDC Voting Members

- Shall be all persons who are registered as members as individuals or individuals representing a business entity in the EBDC catchment area and thus an individual may have more than 1 vote per representation.
- Membership benefits and rights – to attend the Annual General Meeting and have full voting power with one vote per membership. Proxies are allowed.
- All voting members are eligible to become Board Members of the EBDC.
- All EBDC members are eligible to become Board members of the EBDC.

b) EBDC Members

- i. Anyone may become a EBDC Member upon payment of an annual membership fee. All pre-existing members from the previous year shall not have a waiting period for membership voting. All new members, which are members that were not a member in the previous year does not have a vote at the AGM unless registered for 45 days consecutively prior to any EBDC general meeting or special meeting.

c) Board of Directors

- The business and property of the EBDC shall be managed by a Board of Directors elected annually, except the immediate Past-President, at the Annual General Meeting (AGM). The Board of Directors at a separate board meeting select and elect a President, Vice-President, Secretary, Treasurer, with not more than thirteen Directors.
- The board member shall meet all the requirements of the companies office for Manitoba as per Manitoba Corporations legislation.
- The board member shall be a resident of Manitoba.

Guests and/or members may be invited to attend any Board Meeting. They require unanimous approval of the Board before they can attend a part of the meeting or the entire meeting, at the discretion of the board. They may speak at the meeting with the permission of the President/Chair of the EBDC board.

If guests wish to address the EBDC board then a representative shall make the request in advance and provide an agenda and time limit (approximately) of their delegation presentation. It is the discretion of the EBDC board as to whether a delegation/guests may stay for the duration of the EBDC board meeting or be excused to leave the EBDC board meeting.

d) Executive Committee

- i. The Executive Committee will be elected annually after the AGM, by the Board of Directors;
- ii. The Executive Committee shall consist of: President, Vice-President, Treasurer, Secretary and up to one more Board Member.

4. Authority

a) The Board of Directors shall have the power to:

- Administer the funds of the EBDC in such a manner and for such purposes as it may decide are beneficial to the well being and the advancement of the objectives of the EBDC.
- To form and dissolve committees as required to fulfill the objectives of the EBDC.
- To decide to discontinue any activity being conducted under the auspices of the EBDC and likewise to commence any new activity considered desirable.
- Suspend or expel from the EBDC or any EBDC facility, any member or guest guilty of disrespectful or unlawful conduct.
- Remove from office any board member for failure to properly carry out his duties of such offices, or for an infraction of the rules and regulations of the EBDC.
- Accept any resignations and to appoint any members of the EBDC to fill any vacancy on the board occurring during the balance of the term.

b) The Executive Committee shall have the power to:

- i. Deal with straight forward issues in order to meet the objectives of the EBDC, where assembling the entire board is not likely going to change the decision, and delay in decision making would negatively affect the EBDC. These issues will be reviewed by the Board at the next meeting. Emphasis of review to focus on: appropriateness of the Executive to deal with the issue without assembling the entire Board; further action(s) that may be required; and recommendations for future handling of similar situations.
- ii. Deal with any urgent or emergent issues that may arise during the year's operation. Any action taken by the Executive Committee shall be reviewed by the Board at the next meeting. Emphasis of review to focus on: appropriateness of the Executive to deal with the issue without assembling the entire Board; further action(s) that may be required, and recommendations for future handling of similar situations.

5. Constitution and By-Laws Review

- a) Constitution and By-Laws to be reviewed annually by the Constitution Committee.
- b) Recommendations for amendments or repeals to be presented at an Annual General Meeting or Special General Meeting called for this purpose, for

consideration. The amendments or repeals will then be voted on at the next Annual General Meeting.

- c) Notification of proposed Constitution or By-Law amendments or repeals must be provided to all members of the EBDC at least 30 days prior to the Annual General Meeting or Special General Meeting. It will be posted on EBDC website, EBDC Facebook, community bulletin board, Eastern Beaches Newsletter.
- d) Constitution and/or By-Law amendments and repeal approval requires a two-thirds majority of the quorum at the designated Meeting.

B. By-Laws

- Officers and Management

The Officers of the EBDC shall be appointed by the Board of Directors and includes: President, Vice-President, Secretary, Treasurer, and Board Member at Large. The Past President can choose to stay on as a Board member or not to be a Board member.

- Elections

- The Board of Directors shall be elected at the AGM.
- Any member of EBDC Member (as defined in 3-b-i) who agrees to the nomination, may run to become a member of the Board of Directors and is in agreement, may run to become a member of the Board of Directors. Agreement to nomination is confirmed by the nominee having signed a nomination form at the meeting or in advance.
(See Appendix B for nomination form);
- A nominating committee appointed by the immediate Past-President, or any member of the Board of Directors should the Past-President not be available or decline as Chair, shall present a list of nominees at the AGM. Nominations will also be taken from the floor, but the nominee must be present at the meeting or have a previously signed the nomination form, in order to be considered for election.
- When there are more nominees than there are board member positions, election of members shall take place by ballot. The candidates receiving the majority of the votes cast will be elected.
- Only EBDC Members (as defined in 3-b-i and 3-b-ii) in good standing will be allowed to vote.

- Retiring members of the Board of Directors shall be eligible for re-election as a director.

- Financial Statements Reviews for EBDC
 - Professional financial statements are recommended to be audited for the protection of EBDC members, as well as protection of the Board members.
 - an audit by an auditor of the financial statements can be dispensed with by the EBDC members through a resolution at the AGM requiring unanimous voting support for the resolution at any AGM and this resolution expires at the next EBDC AGM. If unanimous consent is not achieved for the dispensing of an audit and auditor then audit must be performed for EBDC.
 - Process for appointment and reimbursement of a professional accountant to complete a review of engagement will be:
 - The Board of Directors will appoint one professional accountant with the required qualifications.
 - Recruitment of a professional accountant, who is willing to volunteer his/her services to the association, is acceptable and desirable, provided that this person or their partner has not served on the Board of Directors during the period of time for which the financial statement is being done.
 - Reimbursement for volunteer Accountant's services – the Board will decide on the value of the honorarium, not to exceed 50% of the actual value of these services.
 - In the event that a volunteer is not identified, the Board will research and review three quotes from different accounting firms for consideration, based on cost and services. The board will then vote and appoint one of these firms. This appointment will stand for a period of 3 years unless a volunteer is identified.

- Duration of Office
 - Members of the Board of Directors and all others shall hold office during the year following the Annual General Meeting AGM, or until their successors are appointed.
 - The office(s) of President, Vice-President, Secretary and Treasurer cannot be held by any person more than five consecutive years, unless this occurrence is brought to the attention of the membership at the Annual General Meeting (AGM) prior to a possible sixth year of a person holding this position. If approved by a two thirds majority of the quorum, the

person may continue in the position for a one year term. This shall be reviewed annually at the Annual General Meeting without limitation.

- Board members shall be elected for a two year term, a board member may elect to be elected for a 1 year term or portion thereof if elected or appointed after the Annual General Meeting AGM.
- Board members may be re-elected annually without limitation.
- Vacancies, which may exist on the board of directors from time to time, may be filled upon the recommendation of the Executive Committee after a resolution of approval from the board of directors, at the next meeting of the Board of Directors.

- Meeting Quorums

- a. Annual or Special General Meeting – Ten EBDC members (as defined in 3-b-i and 3-b-ii) including a minimum of 3 members of the Executive shall constitute a quorum.
- b. Board of Directors Meeting - Fifty percent plus one of the Directors including executive members shall constitute a quorum.
- c. Executive Committee Meeting - Two members shall constitute a quorum.

- EBDC Membership Fees

- the EBDC catchment area member are eligible for membership and the annual fee will be decided by the board on an annual basis by resolution of the board at least 3 months prior to the annual expiry of memberships which will be December 31 of each year.
- No refund or transfer of Fees or Dues will be made to any member at any time regardless of whether the member resigns or if membership is cancelled for any reason by the Membership Committee Board of Directors.

- Fiscal Year End

- a. The fiscal year of the EBDC shall be Dec. 31 of each year.

- Voting Rules

- a. Matters voted upon at meetings, except Constitution and By-Law amendments or repeals, shall be decided by simple majority. In the event of the ballots being evenly divided, the President or Chair, shall cast the deciding vote.
- b. Each voting member (as defined in 3-b-i and 3-b-ii) of the EBDC for the Annual and/or Special General Meeting has 1 vote per membership. This voting right can be enacted in person or by proxy. A person at a meeting

may have more than 1 vote at an AGM if representing more than 1 business entity or more proxy or more than 1 proxy.

- c. Each voting member present at the AGM may hold a maximum of 6 proxy votes. To grant proxy the EBDC Member must be in good standing with the EBDC and complete a Proxy Designation form (Appendix C). The proxy vote designation is only valid at the meeting in respect of which it is granted or any adjournment thereof.
- d. Each Board member at a Board meeting may hold a maximum of 6 proxy votes. Verbal Written (email or text) proxy designation will be acceptable for Board meetings, as long as the providing the person granting proxy notifies one member of the Executive Committee.

- Meetings

- Annual General Meeting (AGM)

The date and location of the AGM of the EBDC shall be determined by the Board of Directors. There shall not be more than twenty-two months between Annual General Meetings.

The order of business for the AGM shall be determined by the Executive Committee and shall be in accordance with good meeting practice.

- The rules for the AGM shall follow Rogers Rules (copy to be available for reference at the AGM).
- The AGM can be presided by the President, or a person delegated by the President or by a majority of the EBDC board at the EBDC board meeting prior to the AGM Chair.

- Board of Director Meetings

- Meetings to be held at least four times per year, at times and locations as directed by the Board. There will be ten calendar days notice of meeting given. Distribution of the last board of directors meeting minutes also will be sent ten calendar days before a board of directors meeting being called.
- The order of business for the Board of Director Meetings shall be determined by the Executive Committee and shall be in accordance with good meeting practice.
- The rules for the Board of Director Meetings shall follow Rogers Rules (copy to be available for reference at the meeting).
- The Board of Directors meetings shall be presided by the President or acting President/Chair.

Special General Meetings

- The Board of Directors may call a Special General Meeting of the members to consider amendments to the by-laws of the Association or any other matter deemed urgent or timely.
- The Secretary may call a Special General Meeting or Meetings of the EBDC on the written request of twenty-five voting members and at such meetings no business other than that specified in the notice calling the meeting shall be transacted. Any costs incurred due to the arrangement of this meeting shall be covered by the group requesting the special meeting.

• Notice of Meetings

- AGM – shall be advertised and will be posted on: EBDC website, EBDC Facebook, community bulletin board, Eastern Beaches Newsletter and local newspapers where possible.
- Special General Meeting – a notice shall be advertised and will be posted on: EBDC website, EBDC Facebook, community bulletin board, Eastern Beaches Newsletter.

Duties of Officers

President

- Prepares the agenda and presides at all General Meetings AGM's and Special General Meetings of the EBDC and of the Board of Directors, or he/she they may appoint any member of the Board of Directors as chairperson for a meeting.
- Shall monitor the Officers and Committees as to their capacity and commitment to perform their assigned duties.
- Shall be Ex-officio member of all committees conducting the affairs of the EBDC;
- Shall either serve as the Municipal Liaison Officer, or delegate to another Executive Member.
- Shall develop annually a list of committees to be filled for the following year, in consultation with the Board of Directors, in order to meet the objectives of the EBDC (see Appendix A for Examples of Committees).

- Shall respond to and manage all complaints, in consultation with the Board of Directors and with respect to the objectives of the Association.
- Co-ordinate and approve all fund-raising ventures, in consultation with the Board of Directors.
- Shall provide support to the Vice President to assume the role of President in the absence of the President.
- Maintain the files of the EBDC's office at a location selected by a majority of the EBDC board.

Vice-President

- Shall assist the President in the performance of his/her/ their duties.
- Shall exercise all the powers of the President, in the latter's absence.
- Shall exercise all the powers of the Past-President, in the latter's absence.

Past-President (if decides)

- Shall provide mentorship support to the President, Vice– President, and the entire Board.

Secretary

- Shall keep an updated and confidential, membership/contact list of the EBDC Board Members.
- Shall create a group email distribution for all Board Members
- Shall distribute information for the President and ensure all information distributed has been approved by the President.
- Shall keep minutes of all meetings of the Association (Board Meeting, Executive Meetings, Annual General Meetings AGMs, and Special General Meetings), including an attendance record of all Board Members.
Shall maintain the list of advertisers on the Vassar Lane sign and be sure they pay the enrollment fee for sign placement.
- Shall maintain the files of the secretary in the EBDC's office for 7 years.

Treasurer

- Receive all fees or other monies payable to the EBDC and issue receipts therefor.
- Manage all funds of the EBDC using the bank specified by the Board of Directors.
- Co-ordinate bank.
- Make disbursements when same have been approved and authorized by the EBDC President.
- May make disbursements at his/her discretion required signing officer procedures when necessary.
- Present to the Board of Directors, no later than April 30 of every year an operating budget, and when required a capital budget for the upcoming fiscal year. Once approved, the Treasurer can pay those expenses as the expenses as they become due. If an item is presented for payment that is not in the approved budget, the Treasurer will present this disbursement for board approval before paying it.
- Present at any Executive meeting, a statement showing the existing financial position of the EBDC.
- Present at the Annual General Meeting (AGM) a duly audited report and /or the financial statement showing the summarizing of the receipts and expenditures for the previous year, in accordance with By-Law 3.
- Maintain the files of the Treasurer in the EBDC's designated office.
- Initiate a professional financial audit review if required in accordance with the By-Laws of the association (By-Law 3).

Board of Directors

- Attend Board meetings as called by the President (minimum of 4 meetings per year). If unable to attend a meeting, will contact a member of the Executive committee.
- Manage all matters affecting the welfare of the EBDC and in order to meet the objectives of the EBDC.
- Have full control of the funds of the EBDC.
- Participate in the development of the Annual EBDC Summer Calendar.

(Each board member will be asked to take on a role of the executive and/or will be the reporting representative for at least

one activity, program or event, as determined by the Board of Directors)

Committees

- Board of Directors
 - At the first Board meeting following the AGM the members will elect from amongst themselves: the President, and Vice-President, Secretary, Treasurer, and one more board member to form the Executive Committee. by ballot conducted by the Immediate Past President or appointed person from the board. This election is to be conducted by the Past President or alternate.
 - In the absence of a Past-President, the board of directors will elect an experienced member of the current or past Board of Directors to fulfill the duties of this position;

- Standing Committees
 - The Board may initiate any committees that it deems necessary to meet the objectives of the EBDC. (See Appendix A for review of common committees).
 - All Committees shall have at least one Board Member participate. It is preferential that the Board Member be an active member of the committee, as well as the liaison member to the Board. However, situations may arise where the Board Member acts only as the contact/liasion member to the board but is not an active committee member. The Executive shall be notified of this occurrence.
 - All money collected and disbursed by any committees shall be processed through the Treasurer of the Association. No accounts bearing, as any part of the name, GBADC or EBDC shall be opened by any committee.
 - Each committee will submit a financial report to the treasurer, along with receipts for expenditures, at the completion of the event(s) conducted by that committee, using the approved 'EBDC Expense Form' (Appendix E).

Signing Authority

- Cheques drawn upon the EBDC bank account shall be preferred to be signed on behalf of the EBDC by the Treasurer and either the President or Vice-President (or appointed signing officer) for a total of 3 legal bank signing officers with a minimum of 2 signatures required per check.
- EBDC allows the use of electronic banking for deposits, payments, and e-transfer or e-payments.

Examples of Standing Committees and Duties for EBDC

- Finance Committee
 - Chair: Treasurer and two other board of directors
 - Purpose: To advise and provide guidance in the raising of funds and the expenditure of same; Perform an annual review of the EBDC insurance policy; Facilitate the recruitment of a professional auditor if required. To approve all payables for payment.
- House Committee • Chair: Board Member:
 - Purpose: Formulate and enforce rules of conduct on the EBDC's premise; Be responsible for the maintenance and cleanliness of the EBDC; Perform an Annual Inventory of all equipment and supplies;
- Membership Committee
 - Chair: Board Member:
 - Purpose: Organizes an Annual Membership Drive. Provide the Secretary with a Membership Roster.
- Constitution Committee
 - Chair: Past President;
 - Purpose: Deals with all matters concerning changes in the Constitution and By-Laws; Submits proposed changes to the Board to the general membership at the AGM;

Rules on any matter regarding interpretation of the
Constitution and/or By-Laws.

- Advertising Committee

- Chair: 2 Board members;
- Purpose: Organizes and conduct audits of the Vassar Lane and other EBDC (formerly GBADC – Grand Beach & Area Development Corp) advertising locations as decided on by the entire Board of Directors

- Events and Activity Committees

- Chair: Each event or activity has a Board Member Chair or main contact person;
- Purpose: Fun and Recreation:
Examples of Events and Activities:
Fishing Derby
Board of Directors Wind-Up;

- Fundraising Committee

- Chair: Board Member
- Purpose:
 - To be responsible for reviewing the fund-raising events of the Association and making recommendations regarding fund-raising requirements;
 - Collects information on new fund-raising initiatives and reports these to the Board of Directors for consideration and decision-making;
 - Coordinates a fund-raising initiative, upon approval by the board;
 - All board members are expected to participate in approved fund-raising initiatives;

Board Member Nomination Form for EBDC

Part 1: Nomination

I, _____, of

_____,
(Full Address)

being a EBDC voting member in good standing,

nominate _____, of

_____,
(Full Address)

To run for membership on the EBDC Board of Directors for the year of:

_____-_____.
(Date)

Date of Nomination _____

Signature _____

Part 2: Nomination Acceptance

I, _____,
(Full Name)

accept the nomination to run for membership on the EBDC Board of

Directors for the year of: _____ - _____.
(Date)

Date of Nomination Acceptance _____

Signature _____

Proxy Designation Form

I, _____, of
_____,
(Full Address)

being a EBDC voting member in good standing, designate:
_____, of
_____,
(Full Address)

To carry my proxy vote for the
EBDC Annual General Meeting
Special General Meeting
Board Meeting
(circle one)
to take place on:

(Date and Time and Place)

Declared on: _____
(Date)

(Signature of Proxy Designator)

(Signature of Proxy Acceptor)

Sample Sponsor Letter

Date _____

Eastern Beaches Development Corp (EBDC)

Eastern Beaches Development Corp's Sponsorship Request for:

Name of Event: _____

To: _____

We are writing to ask for your support for the EBDC _____
_____ to take place on _____.

This event attracts _____ participants, from
_____.

(Include any interesting or attractive information about the event to attract a sponsor.)

We are looking for sponsorship support in the form of:

- Items and Gift Certificates for the random draw prize
- Small items for goodie bags
- Cash donations to purchase prizes and supplies

In return for your sponsorship, we will advertise your company in the following ways:

- Thank-you poster – at the race kit pick-ups, registration table on race day, and at the awards area
- Thank-you, including type of donation, announced to all the participants
- Other ideas – to be negotiated and based on amount of donation.

The proceeds from this event are used to support the many activities put on by the EBDC.

Thank-you for your consideration,

Name of Board Member
EBDC Event Representative _____

Phone: _____

Email: _____