

GRAND BEACH AND AREA DEVELOPMENT CORPORATION

CONSTITUTION

(Revised November 2014)

ARTICLE 1: Name and Mission Statement

Section 1 The name of this organization shall be the GRAND BEACH & AREA

DEVELOPMENT CORP. - "THE CORPORATION".

Section 2 Mission Statement

The Grand Beach & Area Development Corporation is a body of concerned citizens, both corporate and private, from the Grand Beach, Grand Marais and Eastern Beaches, who are determined to improve the quality of life and increase opportunities for responsible economic development and promotion of our natural and cultural resources and heritage.

ARTICLE II: Officers and Board of Directors

Section 3 Elected Officers and Board of Directors

The Board of Directors shall consist of the following:

1. President (elected)
2. Vice-President (elected)
3. Treasurer (elected)
4. Secretary (elected)
5. Six Directors (elected)

Section 4

a) The Board will be elected from the eligible members present at the Annual General Meeting.

In alternate years, the President and Treasurer OR the Vice-President and Secretary are to be elected for two -year terms.

The six directors will be elected for a one year term. The immediate past president will automatically fill one of the six director positions should he/she wish to remain on the Board of Directors, which will also be for a one year term.

b) When a Board of Directors position becomes vacant the position will be filled at the next monthly Board Meeting.

Section 5

Where a member of the Board of Directors is absent from three consecutive meetings of the Board of Directors, or where a member is unable to fulfill his/her responsibilities due to incapacity or relocation or in the opinion of the Board of Directors he/she is grossly negligent in the course of his/her duties, the Board of Directors will have the option to terminate his/her office.

A majority vote of the board would be required in order to terminate their position.

Section 6

Any five (5) elected board members lawfully met shall be a quorum and a majority of such a quorum may do all things within the power of the Board. The Board is deemed to have any and all authority as may be necessary to carry out the business and activities of The Corporation, with the exception of those matters which must specifically be brought before, and approved by a general meeting or the Annual Meeting of The Corporation.

Section 7

The Board of Directors shall appoint committees or designate members of the Board of Directors to examine, consider and report upon any matter or take such action as the Board of Directors request.

Section 8

No public pronouncements in the name of The Corporation may be made unless authorized by prior approval of the Board of Directors.

Section 9

The Treasurer shall submit an audited statement for presentation to the Annual General meeting. The Board of Directors, by a 75% vote, can request an additional audit in extenuating circumstances.

Section 10

Two signatures are required on all GBADC cheques. The three(3) officers with signing authority are :Treasurer , President and Vice-President.

ARTICLE III MEMBERSHIP FEES/VOTING

Section 11 Fees:

- a) The Board of Directors will establish Membership Fees.
- b) A person may become a member by submitting an application and paying a membership fee. Memberships will remain in effect for the fiscal year paid. A member who fails to pay for his/her membership after that time will be removed from the Membership List by the Board of Directors.
- c) A member shall be issued a Membership receipt which shall be proof of membership where required as an authority to cast a vote. For a period of 45 days prior to the Annual General Meeting the issuance of a new membership will not include voting privileges at the Annual General meeting.

d) Other fees: The board of directors will establish annual fees for signage, InterNet and co-op advertising based on specific project needs. Where maintenance costs are likely to occur, these must be identified in writing to the member or participant.

ARTICLE IV MEETINGS

SECTION 12

The Annual General Meeting (AGM) of the Corporation shall be held after one month of the fiscal year end. All required elections will be held at the AGM.

Section 13

The Board of Directors shall meet once (1) a month. Any additional meetings may be called by the President or Vice-President. All meeting notices shall be communicated to applicable members at least 5 days prior to the meeting. An Agenda shall be sent to the Board of Directors at least 5 days prior to the meeting.

Section 14

Minutes of the proceedings of all Board of Directors meetings shall be entered in books to be kept for that purpose by the Secretary.

Minutes from each meeting shall be forwarded to the Board of Directors a minimum of 10 days before the next meeting.

Section 15

All business ventures conducted by The Corporation must have a written contract drawn up and approved by the Board of Directors and signed by the President or Vice President.

Section 16

The meetings of the Board of Directors shall be open to all members of The Corporation who may wish to attend. Any member wishing to present at a meeting must be approved for the Agenda.

ARTICLE V BY-LAWS/CONSTITUTION

Section 17

By-Laws or amendments to the Constitution may be made, repealed or amended by a majority of the members at the Annual General Meeting. Notice of intent to change or include having been given in writing at the Meeting prior to the Annual General Meeting and included in the minutes.

ARTICLE VI FISCAL YEAR

SECTION 18

The fiscal year of The Corporation shall commence on the first (1st) day of April and conclude March 31st.

ARTICLE VII AUDIT

SECTION 19

An auditor, not affiliated with the Corporation, shall be appointed by the members present at the AGM. Also see Section 9.

ARTICLE VIII PROCEDURE

Section 20

Procedures of all meetings shall be generally followed in accordance with

"Robert's Rules of Order".

ARTICLE IX DISSOLUTION OF THE CORPORATION
SECTION 21

In the event that the Corporation fails to continue operation due to

1) Failure to hold meetings mandated by the Constitution for a period of 90 consecutive calendar days

2) A vote by the Board of Directors to dissolve the Corporation;
the last Directors given signing authority by the Corporation will conclude all business of the Corporation and all monies remaining on the books of the Corporation will be split between:

Grand Marais Community Central Building,
Grand Marais Recreation Centre, and
Walter Whyte School.

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