

CHINATOWN  
BUSINESS IMPROVEMENT AREA  
(BIA)  
  
BYLAWS

Chinatown Business Improvement Area (BIA)  
Bylaws

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The Chinatown BIA Bylaws can be fully revised and re-issued at the discretion of Section 16.1 Amendment.

Please note that this Chinatown BIA Bylaws is only valid on day of printing.

Issue	Date & Amendments	Author(s)
01	November 10 <sup>th</sup> , 2015 Creation Bylaws for Chinatown District BRZ	Terry Wong, Rod Olsen, Danny Ng
02	January 17, 2017 Amendment of Bylaws for Chinatown District BIA for <ul style="list-style-type: none"><li>BIA name change (change from Business Revitalization Zone to Business Improvement Area)</li><li>BIA boundary change (expand eastern boundary from 1<sup>st</sup> Street SE to MacLeod Trail SE)</li><li>BIA office address (add Suite 208, 328 Centre Street Southeast)</li><li>BIA ratepayer and associate membership</li><li>BIA Executive Director / Administrator (add administrative staff positions)</li><li>Appendix A – BIA Boundary Map (amend boundary)</li><li>Appendix B – BIA code of conduct (name change)</li></ul> Approved at 2016 Annual General Meeting on 2017 January 17.  January 18, 2018 <ul style="list-style-type: none"><li>BIA Chairperson eligibility</li><li>BIA Director's conflict of interest</li><li>BIA Apolitical affiliation</li></ul>	Terry Wong,

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	Approved at 2017 Annual General Meeting on 2018 January 18.	
03	January 17, 2019-01-22 Amendment of the Bylaws for Chinatown BIA for <ul style="list-style-type: none"><li>• BIA name change (remove the name 'District')</li><li>• BIA Board of Director expansion (change maximum number of ratepayer directors from 6 to 8 and the maximum number of directors from 9 to 11)</li></ul>	Terry Wong

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## 1 DEFINITIONS AND INTERPRETATION

### 1.1 Definitions - In these Bylaws:

- 1.1.1 “Act” means the *Municipal Government Act*, Revised Statutes of Alberta 2000, Chapter M-26, and the regulations established thereunder;
- 1.1.2 “Annual General Meeting” means the Annual Ratepayer’s meeting required by these Bylaws to be held annually;
- 1.1.3 “Associate Member” means organizations or individuals that are outside the boundaries of the BIA and are not Ratepayers, pursuant to these Bylaws;
- 1.1.4 “Board” means the Board of Directors of the Chinatown Business Improvement Area;
- 1.1.5 “BIA” means the Chinatown Business Improvement Area;
- 1.1.6 “Business Improvement Area” or “Area” (formerly known as “Business Revitalization Zone”, “BRZ” or “Zone”) means the area comprising the business improvement area as established by Bylaw 43M2015 of The City of Calgary;
- 1.1.7 “Bylaws” means these Bylaws of the BIA, as amended from time to time;
- 1.1.8 “Chair” means the Chair of the Board;
- 1.1.9 “City Bylaw” means Bylaw 43M2015 of The City of Calgary, as amended from time to time, which established the BIA;
- 1.1.10 “Committee” means any committee established by the Board pursuant to these Bylaws and includes the Executive Committee;
- 1.1.11 “Council” means the City Council of The City of Calgary;
- 1.1.12 “Directors” means the Directors of the Chinatown BIA;
- 1.1.13 “In-Camera Board Meeting” means any private meeting of the Board, pursuant to these Bylaws.
- 1.1.14 “Ratepayer” means each taxable business, including any person, group of persons, partnership, association or corporation who is shown on the current assessment roll of The City of Calgary as being assessed for business assessment for one or more businesses located within the Chinatown BIA;
- 1.1.15 “Special Ratepayer’s Meeting” means any meeting of the Ratepayers other than the Annual General Meeting;
- 1.1.16 “Representative” means a person representing a Ratepayer who is appointed by the Ratepayer in accordance with these Bylaws to represent the Ratepayer;
- 1.1.17 “Special Resolution” means:
  - a. A resolution passed

- i. At an Annual General Meeting or Special Ratepayer's Meeting;
  - ii. By the vote of not less than two-thirds of those Ratepayers who are present in person are entitled to vote at such meeting; or
- b. A resolution consented to in writing by at least two-thirds of all of the Ratepayers who would have been entitled at an Annual General Meeting or Special Ratepayer's Meeting to vote on the resolution in person.

1.2 Interpretation - In these Bylaws:

- 1.2.1 Included Words - In these Bylaws, the singular shall include the plural and the plural the singular, the word "person" shall include corporations, societies and partnerships and words indicating a gender shall include all genders.

## 2 BOUNDARIES AND OFFICE

- 2.1 The boundaries of the BIA shall be as stated in The City of Calgary Bylaw, as amended from time to time, and shown in **Appendix A – Chinatown Business Improvement Area** to these Bylaws.
- 2.2 The office of the BIA shall be located at Suite 208, 328 Centre Street SE, in the city of Calgary, in the province of Alberta.
- 2.3 The purpose of the BIA is as outlined in The City of Calgary Bylaw 43M2015 or any Bylaw that supersedes or amends Bylaw 43M2015.

## 3 RATEPAYERS

- 3.1 Address of Ratepayers - Whenever it is necessary or desirable for the Board to determine the name or address of Ratepayers for the purpose of giving any notice, determining entitlement to vote at any Special Ratepayer's Meeting, Annual General Meeting or for any other purpose, the Board may rely on the address in the current business assessment roll of Ratepayers as provided by The City of Calgary. Notices may be delivered by another methods such as email or physical mail if the Ratepayer should request it.
- 3.2 Representatives - A Ratepayer may designate a person to represent the Ratepayer at any Special Ratepayer's Meeting or Annual General Meeting. A memorandum, or letter verifying the appointment of the Representative and stating the term of such appointment, if any, must be received by the Board before the Representative is entitled to act. Such appointment shall

be signed by and on behalf of the Ratepayer making the appointment. A Representative is entitled to exercise all of the rights and powers of the Ratepayer he or she represents as if he or she were the Ratepayer.

3.3 Ceasing to be a Representative - A Representative shall cease to represent a Ratepayer upon the happening of any one or more of the following events:

- 3.3.1 the expiration of the period of his or her appointment, if any;
- 3.3.2 a notice signed by the Ratepayer and submitted to the Board stating that the appointment of the Representative has been revoked;
- 3.3.3 the resignation of the Representative by notice to the Board;
- 3.3.4 the Ratepayer ceases to be a Ratepayer.

## 4 RIGHTS OF RATEPAYERS

4.1 Votes - Each Ratepayer of the BIA in attendance shall be entitled to one vote in respect of each matter to be decided at all Special Ratepayer's Meetings and Annual General Meetings.

4.2 Annual Meetings - Each Ratepayer may attend and participate at any Special Ratepayer's Meeting or Annual General Meeting.

4.3 Non-transferability - No right or privilege of any Ratepayer shall in any way be transferable or transmissible other than by appointment of a Representative. Rights and privileges of a Ratepayer shall cease upon the Ratepayer ceasing to be a Ratepayer, whether by ceasing to be shown on the applicable assessment roll as being assessed for business assessments or by death or otherwise and, in the case of a corporate Ratepayer, by liquidation, winding-up, or bankruptcy.

## 5 ANNUAL GENERAL AND OTHER MEETINGS

5.1 Annual General Meeting - The BIA shall hold an Annual General Meeting within 45 days of fiscal year end in each calendar year at such a time and place in Calgary, Alberta as may be determined by the Board and, in addition to any other items of business, shall conduct the following business:

- 5.1.1 adopt the minutes of the previous AGM;
- 5.1.2 present the report of the Directors;
- 5.1.3 present the audited financial statements of the BIA;

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5.1.4 nominate Directors for appointment by vote;

5.1.5 appoint an auditor for the ensuing year.

5.2 Special Ratepayer's Meetings - Special Rate-payers' Meetings of the BIA may be called at any time by the Secretary, upon the instruction of the Chair or any other three (3) members of the Board signified by resolution. The purpose of any such Rate-payers' Meeting shall be specified in the notice given by the Secretary calling the meeting in accordance with these By-Laws.

A detailed agenda will be provided describing the purpose and any motions that are to be presented at the meeting. Only matters as set out in the notice for the Special Ratepayer's Meeting will be addressed at the meeting and no other business will be discussed. The required notice will be as per section 5.5 and quorum will be as per section 5.7.

5.3 Public Meetings - The Board of Directors may, at their discretion, hold regular public meetings open to the members of the BIA and/or the general public.

5.4 In-Camera Board Meetings - May be held to conduct the ongoing business of the BIA as determined by the Board (i.e., matters related to money, contracts, people, confidentiality, or commercial interests, etc.)

5.5 Notice - Notice of the time and place of all Special Ratepayer's Meetings and Annual General Meetings will be communicated primarily by mail to each Ratepayer based on the address provided on the current business assessment roll as provided by The City of Calgary. Notices may be delivered by another method, such as email, if the Ratepayer should request it. Such notice must be given 21 days in advance. When calculating the number of days' notice required, the day of service shall be counted and the day upon which such notice expires shall not be counted.

5.6 Error in Notice - No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

5.7 Quorum - For all purposes the quorum for a Special Ratepayer's Meeting or Annual General Meeting there shall be a minimum of twenty (20) Ratepayers or their Representatives. No business shall be transacted unless the requisite quorum is present at the commencement of the meeting.

5.8 Adjournment - In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, any Special Ratepayer's Meeting or Annual General Meeting shall stand adjourned to a time and place determined by a majority of the Ratepayers in attendance. No notice shall be required of any such adjournment and such adjournment may be made notwithstanding that no quorum is present. If at such adjourned meeting a quorum is not



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present, the Ratepayers or their Representatives who are present and entitled to vote shall be deemed to be a quorum and may transact all business in which a quorum might have done. Notice for adjourned meetings shall be a minimum of seven (7) days and the method of notice will be as determined by those present at the first meeting.

- 5.9 Chair - The Chair shall preside at every Special Ratepayer's Meeting and Annual General Meeting and, in his or her absence, the Vice-Chair, and if neither of these are present, or if at any Annual General Meeting they are not present within thirty (30) minutes after the time called for the Annual General Meeting, the Ratepayers and Representatives present and entitled to vote shall choose one of the members of the Board present and willing to act as the Chair for that Special Ratepayer's Meeting or Annual General Meeting.
- 5.10 Right to Vote - Every Ratepayer or his or her Representative shall be entitled to one vote each in respect of each matter that is the subject of a vote at any Ratepayer's Meeting or Annual General Meeting. The Chair may request a form of identification from the Ratepayer or Representative at the Annual General Meeting.
- 5.11 Resolutions - At any Special Ratepayer's Meeting or Annual General Meeting, a resolution shall be passed by a majority vote of the persons present and entitled to vote; other than with respect to those matters requiring adoption by Special Resolution, which shall be passed by a vote of not less than two-thirds of the persons present and entitled to vote.
- 5.12 Vote by Show of Hands - At every Special Ratepayer's Meeting or Annual General Meeting, every question except the voting in of the new Board shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result by the show of hands, the Chair determines to conduct the vote by secret ballot or a secret ballot be demanded by at least two (2) persons present and entitled to vote.
- 5.13 Secret Ballot - If a secret ballot is demanded on any question other than the election of the Board, or the question of adjournment, it should be taken in such manner as the Chair of the meeting directs. The results of the secret ballot shall be deemed a resolution of the matter for which the secret ballot was demanded.

## 6 BOARD OF DIRECTORS

- 6.1 Management and Administration of the BIA - In accordance with the City Bylaw, the Municipal Government Act and these Bylaws, the management of the affairs of the BIA shall reside with the Board of Directors, which shall consist of no more than eleven (11) Directors. Should the Board fall below six (6) Directors, they will execute the process in 6.13 Vacancies. The Directors may delegate all or any part of the management and administration of the affairs to officers, employees or subcontractors of the BIA.

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- 6.2 Election of Directors - The Board of Directors shall be nominated from amongst the Ratepayers. Each Ratepayer shall be entitled to have a maximum of one person nominated.

Should more than one person from one Ratepayer be nominated and elected, the person with the least amount of votes shall be disqualified as a Board member.

- 6.3 Change in Circumstance - Should there be more than one representative from one Ratepayer due to a merger, change in career or other circumstance, one person representing such Ratepayer shall resign prior to the next Annual General Meeting. In the event that any member of the Board ceases to be a Ratepayer or employee of a Ratepayer, that person shall notify the Board and shall submit his or her resignation in writing to the Board or become an Associate Member of the Board if the Board agrees until the next AGM.

- 6.4 Associate Members shall include persons whom the Ratepayers, at their discretion, vote in as members of the Board at the Annual General Meeting. A minimum of three (3) and a maximum of five (5) Board positions at any given time may be filled by Associate Members.

A minimum of six (6) and a maximum of eight (8) elected Directors shall be Rate-payers, and no more than five (5) elected Directors can be persons not subjected to Rate-payers.

- 6.5 Associate Members shall include persons whom the Ratepayers, at their discretion, vote in as members of the Board at the Annual General Meeting. A minimum of three (3) and a maximum of four (4) Board positions at any given time may be filled by Associate Members.

A minimum of five (5) and a maximum of six (6) elected Directors shall be Rate-payers, and no more than four (4) elected Directors can be persons not subjected to Rate-payers.

6.6 Election and Nomination Procedures

- 6.6.1 An election shall be carried out annually to appoint Directors. Those appointments are subject to ratification by Council. The election shall be carried out as follows:

- a) A Notice of an Annual General Meeting and of nomination procedures shall be given by the Secretary or designated representative to all Ratepayers;
- b) The Secretary shall, prior to the meeting and up to the close of nominations at a time determined by the Board receive from Ratepayers nominations of persons for appointments of persons for appointment to the Board. All persons so nominated must provide written consent to the nomination prior to the time so determined for the close of nominations.

All nominee candidates must provide profile information to support their nomination, sign acceptance of the Terms of Reference (Section 20), and signed acceptance of the Directors' Code of Conduct (Section 22) prior to

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nomination sponsorship signatures.

Each nomination shall be signed by the sponsor Ratepayer and by two (2) other Ratepayers or their representatives or a combination thereof. Persons nominated for appointment to the Board must be Ratepayers unless they are considered Associate Members (see section 6.4).

Sponsor Ratepayer are eligible to support other nominees.

- c) Upon determining that no further nominations are forthcoming, the Executive Director or such other person as may have been designated by the Board, shall arrange for a vote by secret ballot from among the persons attending the Annual General Meeting who are entitled to vote. Each Ratepayer shall be entitled to one (1) vote and each Ratepayer shall be entitled to vote for the number of candidates required to fill the available positions.
- d) If the persons nominated for appointment to the Board, are equal to or less than the number of Directors to be nominated the Chair shall, following the close of nominations, declare those persons elected by acclamation.
- e) The Executive Director, and one or more scrutineers, shall receive the ballots, examine them, decide their validity, count the votes and declare the number of votes and who has been elected to the Board.
- f) If there should be a tie between two or more people then there shall be a run-off vote in which each Ratepayer shall be entitled to vote for one person;
- g) The Executive Director shall advise the City Clerk of The City of Calgary of the names of the persons elected by the Ratepayers for appointment by Council to the Board.
- h) The retirement of an outgoing member of the Board and the appointment of his or her successor shall both be effective on the appointment of the successor.

6.6.2 The Chair may appoint one or more scrutineers to assist in the election of persons nominated for appointment to the Board, and may request representatives of The City of Calgary to assist in checking the eligibility of persons to vote at the Annual General Meeting. A scrutineer need not be a person who is qualified to vote at the meeting.

6.7 Director's Powers - The Board may administer the affairs of the BIA in all things and make or cause to be made, for and in the name of the BIA, any kind of contract which a person may lawfully enter into. The powers of the Board shall, at all times, be subject to and exercised in accordance with the provisions of the Municipal Government Act, the regulations established thereunder and any other applicable Law.

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- 6.8 Appointment of Executive Director and/or BIA Administrator - The Directors may, from time to time, appoint an Executive Director and/or BIA Administrator who shall manage and administer the BIA under the discretion of the Board, Section 9.
- 6.9 BIA Funds -The Board shall have the power to spend the funds of the BIA in accordance with its annual budget to be approved by Council.
- 6.10 Qualification of Directors - Except as otherwise provided herein, any individual of sound mind who, has attained the age of majority in the Province of Alberta, who is not insolvent or bankrupt, and who is a Ratepayer or Associate Member in good standing with the BIA may be a Director of the BIA.
- 6.11 Chair - The Chair shall be elected by the Members of the Board at a meeting of the Board following the Annual General Meeting. Associate Members are eligible to run for and fill the Chair position only if no ratepayer director is deemed to be agreeable and supported by the majority of the ratepayer members of the Board of Directors to be the BIA Chair.
- 6.12 Term - Directors shall be elected to serve for a term of two (2) years. Directors may be re-appointed or re-elected upon completion of their term of office. Directors shall only be a member of the Board for a maximum of four (4) consecutive terms (8 years) but may remain on the Board as a Director for longer than eight (8) years. A Director shall cease to hold office on the expiry of his or her term when a successor is appointed. A Director may stand for re-election after four (4) consecutive terms providing the minimum of one term of absence from the board.
- 6.13 Meetings of the Board
- 6.13.1 The Board shall hold at least four (4) Board meetings each calendar year at such times and places within Calgary as the Board may decide. Board meetings are closed and for Board members and staff only. Ratepayers and members of the community who wish to attend a meeting may send a request to the Chair or Secretary in advance of the meeting.
- 6.13.2 Notice - Notice of the time and place of all meetings of Directors, and of the general nature of the business to be transacted at such meetings, shall be communicated in a manner previously agreed upon by the Board and sent a minimum of five business days in advance of such meeting.
- 6.13.3 Operational Meeting - An operational meeting or special meeting of the Board may be called at any time by the Chair or by any two (2) members of the Board. Notice of such special meeting shall be given to each Director at least seventy two (72) hours in advance and shall state the time, place and purpose of the meeting. Any decisions taken by the Board during an operational or special meeting are subject to review and ratification at the next normally constituted Board meeting.

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Operational meetings of the Board may be held at any time without formal notice if all the Directors are present and waive notice thereof or those absent have signified their consent in writing or by telephone to the Chair and/or Secretary to the meeting being held in their absence or subsequently ratify any business done at such meeting.

- 6.13.4 Quorum - The presence of five (5) Directors shall constitute a quorum for the transaction of business at all meetings including regular Board meetings. In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of those in attendance.
- 6.13.5 Voting - Questions arising at any meeting of the Board shall be decided by a majority of votes cast on the question. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but otherwise, shall be by assent or dissent.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of, or against, such resolution.

The Chair is eligible to vote. Agents and employees, including the Executive Director of the BIA, may attend the Board meetings but are not entitled to vote on any matters or resolutions put forward to the Board.

- 6.13.6 Resolution in Writing - A resolution in writing or by valid electronic response signed or sent by all the members of the Board shall be valid and effective as if it had been passed at a meeting of the Board, duly called and constituted. Resolutions made in writing must be ratified at the next regular Board meeting.
- 6.13.7 Resolution When a Director is Absent from Meeting - Where a Director has reasonable cause, as determined by the Chair, for being unable to attend a meeting of the Board, such Director may request in advance of the meeting that the Chair circulate a resolution in writing to all Directors on any question scheduled to be voted upon by the Directors at the meeting. Such resolution in writing shall take the place and be in lieu of a vote by the Directors on such question at the meeting.
- 6.13.8 Continuous absence of Director - If a director is absent from three (3) consecutive Board meetings, the Board may declare his or her position vacant by a majority of two thirds (2/3) vote of the Board.

- 6.14 Vacancies - Vacancies on the Board, however caused, may, so long as a minimum of five (5) Directors remains in the office, be filled by the Directors by simple majority vote at a regular Board meeting. Interim Directors shall serve with the full authority of Directors from the date of their appointment by the Board until the date of the next Annual General Meeting. Directors appointed mid-way through the year may be candidates for re-election for a full two-(2) year

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term at the next Annual General Meeting.

If there is not a minimum of five (5) Directors, the remaining Directors shall forthwith call a Special Ratepayer's Meeting within forty five (45) days to fill the vacancies. The existing Board members shall function as a full Board until this meeting is held. If the vacancies have not been filled by either of the methods above, such vacancies shall be filled at the next Annual General Meeting. The remaining Board members will conduct business as if they were a full Board until the next AGM.

6.15 Resignation - Any Director may resign from the Board upon written notice to the Board.

6.16 Expulsion or Removal from the Board - The Board may, by a vote of not less than two thirds (2/3) of the Directors, remove a Director before the expiration of their term in office for one or more of the following reasons (or for other reasons as determined by the Board):

- a) The Director is likely to endanger the interest or reputation of the BIA, including dereliction of duties, or
- b) The Director commits a breach of the Bylaws as per Appendix B - Terms of Reference or as per Appendix C – Directors' Code of Conduct.

6.16.1 No Director shall be removed without being notified in writing of the reasons for removal from the Board. A Director who has been removed from the Board may, if they object to the reasons for dismissal, request that a Special Ratepayer's Meeting be held to decide on the matter. A request for a Special Ratepayer's Meeting must be received by the Board within seven (7) business days. The meeting must be held not less than twenty one (21) days and not more than forty five (45) days from the time the request is received. The Director will cease to be a Member of the Board until the meeting is held. The vacant position on the Board cannot be filled if a Special Ratepayer's Meeting is requested. Should the Ratepayers in attendance support the Board's decision, then the vacant position can be filled at that time by nomination from the floor and vote by the Ratepayers. If the Ratepayers do not support the Board's decision to remove the Director then the Director will be reinstated.

6.17 Liability of Directors - Every Director or other Officer of the BIA is deemed to have assumed office on the express understanding, agreement and condition that such Director or Officer, along with his or her heirs, executors, administrators or estate, as the case may be, is and shall be indemnified and saved harmless out of the funds of the BIA (including its insurance, if any) from and against all costs, claims, charges and expenses whatsoever which such Director or Officer sustains or incurs as the result of or in any way arising from or relating to his or her duties and powers of office or other acts taken or made on behalf of the BIA, except where such cost, claim, charge or expense is incurred as the result of willful, fraudulent, malicious, dishonest or unlawful conduct.

- 6.18 Remuneration - No Director shall be remunerated for services provided to the BIA as a Director but shall be reimbursed for reasonable personal expenses incurred on behalf of the BIA in the course of fulfilling their duties as Directors. Any such expenses must be approved by the Board. Profits or other accretions of the BIA shall not be used for promoting Director's personal objectives.
- 6.19 Resources of the BIA - No Director has the power to legally obligate the BIA in any manner whatsoever without the prior approval of the Board. No Director shall take upon himself or herself to commit the time, resources or finances of the BIA, its Board or its staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- 6.20 Public Statements – Each Director will support Board decisions, even when he or she may differ personally with the majority decision. No Director is permitted to make a public statement on behalf of the Chinatown BIA without prior approval of the Board.

## 7 CODE OF CONDUCT POLICY

- 7.1 Code of Conduct Policy – As per **Section 21 – Directors' Code of Conduct**, all Directors will be asked to sign a Code of Conduct Policy Acceptance. The Board of Directors will maintain, adhere to and update the Directors' Code of Conduct policy accordingly.
- 7.2 A-Political - The focus of the BIA shall be on developing and promoting the business area. As such, meetings and events should be a-political in nature, and not be designed to serve the needs of election candidates, politicians, political parties, or elected officials and their agents.

## 8 COMMITTEES OF THE BOARD

- 8.1 Committees of the Board - The Board may appoint various Standing Committees or Ad Hoc Committees to fulfill some of the duties of the BIA or to advise the Board on specific matters.
- 8.2 Executive Committee
- 8.2.1 The Executive Committee consists of the Chair, the Vice-Chair, the Treasurer and the Secretary. If necessary, a director may fill multiple roles as determined by the Board.
- 8.2.2 The Executive Committee can meet without prior consent of the Board.
- 8.2.3 The Executive Committee carries out duties assigned by the Board.

## 9 EMPLOYEES & CONTRACTORS

- 9.1 Appointment - The Board of Directors may from time to time appoint such officers and agents deemed necessary to carry out the purposes of the BIA. These appointed person(s) shall have such authority and shall to perform such duties as from time to time may be prescribed by the Board.
- 9.2 Contracting Out - The Board may recruit specific expertise and contract out certain projects.
- 9.3 All officers or agents must also abide by the **Terms of Reference (Section 20)**, and the **Directors' Code of Conduct (Section 22)**, as per these Bylaws.

## 10 OFFICERS

- 10.1 Officers - The members of the Executive Committee will be the Officers of the Board. The Executive Director and/or BIA Administrator may also be an Officer if appointed by the Board.
- 10.2 Appointment of Officers - Officers shall be appointed from time to time by the Directors from the members of the Board. The terms of each of the Officers will expire each year following Annual General Meeting. Officers may be re-appointed by majority vote of the Directors upon re-election by the Board.
- 10.3 Duties of the Officers:
- 10.3.1 The Chair:
- Chairs all Ratepayer's meeting and meetings of the Board;
  - Chairs the Executive Committee;
  - Oversees the affairs and operations of the BIA;
  - Provides a report to the Ratepayers at the AGM;
  - Co-ordinates the overall functioning of the Board and delegates duties accordingly; and
  - Carries out other duties as directed by the Board.
- 10.3.2 The Vice-Chair:
- Exercises the duties and powers of the Chair during their absence;
  - Assists the Chair in any reasonable way to ensure the proper functioning of the Association; and
  - Carries out other duties as directed by the Board.
- 10.3.3 The Treasurer:



- Oversees the management and reporting of the organization's finances;
- Makes sure all monies paid to the BIA are recorded and deposited in the BIA's bank account;
- Presents a full detailed account of the Association's financial position as requested; and
- Carries out other duties as directed by the Board.

10.3.4 The Secretary:

- Attends all Ratepayer's meetings and meetings of the Board and records all facts and minutes. In case of the absence of the Secretary, their duties shall be filled by such Director as may be appointed by the Board;
- Oversees all correspondence of the Board;
- Sends, or oversees other Directors to send, all notices to the various meetings as required; and
- Carries out other duties as directed by the Board.

10.3.5 The duties of the Secretary, may, in part, be delegated to the Executive Director or BIA Administrator of the BIA as may be designated by the Board, but in such event, the Secretary or another Board member shall maintain overall supervision and responsibility for those duties.

## 11 INSURANCE COVERAGE

11.1 The BIA shall keep in force a policy or policies of insurance providing the following coverage:

11.1.1 General Liability Insurance, including loss or damage resulting from bodily injury or death, loss or damage to property, and for liability arising out of group activities organized by the BIA;

11.1.2 Directors and Officers liability insurance; and

11.1.3 Any other coverage directed by the Board from time to time.

11.2 The particulars of the aforesaid coverage and of the limits of coverage shall be determined by the Board from time to time

## 12 EXECUTION OF DOCUMENTS

12.1 Deeds, etc. - Deeds, transfers, licenses, contracts and engagements on behalf of the BIA shall be signed by two (2) members of the Executive Committee acting together, or by such other persons as may be designated from time to time by the Board.

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- 12.2 Cheques - Two (2) Officers of the BIA shall sign all cheques drawn on the BIA's bank accounts. The principal signing Officers are the Chair, the Vice-Chair and the Treasurer. The Executive Director or BIA Administrator may also be a signing Officer if approved by the Board.
- 12.3 Contracts - All contracts of the BIA must be signed by two (2) members of the Executive Committee or other persons authorized to do so. The Board may decide, in certain circumstances, to alter the number of signing authorities.
- 12.4 Seal - the Board may adopt the use of a seal of the BIA. The seal shall be keep at the Registered Office of the BIA. The seal shall be authenticated by signature of the Secretary and Chair, and in case of absence their duties shall be discharged to a designate appointed by the Board.

### 13 AUDIT AND FINANCIAL

- 13.1 Accounting Principles - The books and accounts of the BIA shall be kept in accordance with Generally Accepted Accounting Principles (GAAP) or other recognized association. There must be an audit of the books, accounts and records of the BIA at least once each year. A qualified accountant appointed at each AGM must complete this audit.
- 13.2 Annual Report - The Treasurer or other Officer designated by the Board shall, in each fiscal year, submit to Council an annual report and audited financial statements in the form prescribed by Council.
- 13.3 Deposit of Securities - The securities of the BIA shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the BIA signed by such officer or officers, agent or agents of the BIA and in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 13.4 Fiscal Year - Unless otherwise determined by the Act or the City Bylaw the fiscal year-end of the BIA shall be the 31<sup>st</sup> of December in each year.
- 13.5 No Fiscal Deficits - The BIA shall fund projects they can afford during the budget year, and not allow operational costs to create a deficit for the next year's board, with the exception of "capital projects" which may exceed the year with the motion of the Board. The Treasurer and Board will be advised in advance and approve of all financial plans for any given program.

## 14 BOOKS AND RECORDS

- 14.1 Books and Records - The Directors shall see that all necessary books and records of the BIA required by the Act and Bylaws, or any other applicable statute or law, are regularly and properly kept.
- 14.2 Custody of Books and Records - The Secretary or other Officer specially charged by the Board with that duty shall maintain and have charge of the following:
- 14.2.1 Minute Books - The minute books of the BIA, into which the Officer so charged shall record, or cause to be recorded therein minutes of proceedings of all meetings of Ratepayers and Directors.
  - 14.2.2 Objects - A copy of the Bylaw of Council creating the BIA, and any amendments thereto and a copy of the Bylaws of the BIA and any resolutions altering or adding thereto.
  - 14.2.3 Directors and Officers - A list of the full names, addresses and other occupations, if any, of the Directors and Officers of the BIA, the date on which each was appointed and the date on which each ceased to hold office.
  - 14.2.4 Resolutions - Copies or originals of all documents, resolutions and registers, including a register of Ratepayers.
  - 14.2.5 Books of Account - Books of account containing records of all sums of money received and expended by the BIA and the matters in respect of which the receipt and expenditure of money takes place.
  - 14.2.6 Revenues and Expenses - Books of account containing records of all revenues of and purchases by the BIA.
  - 14.2.7 Assets and Liabilities - Books containing records of the assets and liabilities of the BIA.
  - 14.2.8 Other Transactions - Books recording all other transactions affecting the financial position of the BIA.
- 14.3 Books of Account and Records - The books of account shall be kept at such place in Alberta as the Directors see fit, and shall at all times be open to inspection by the Directors. All Ratepayers shall be entitled to inspect the books of account and records of the BIA on thirty (30) days' notice in writing to the Secretary of the BIA.

## 15 DISTRIBUTION OF PROPERTY ON DISSOLUTION

- 15.1 Dissolution - The BIA shall only be wound up by Bylaw of Council repealing the City Bylaw which created the BIA or as otherwise permitted by the Act.

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- 15.2 Debts and Liabilities - Upon the dissolution of the Association and upon payments of all debts and liabilities, the remaining property of the Association shall be distributed to The City of Calgary.

## 16 AMENDMENT OF BY-LAWS

- 16.1 The By-Laws may be rescinded, altered or added to (hereinafter referred to as "amended" or and "amendment") by resolution of the Board in accordance with the following procedure:
- 16.1.1 All Directors shall be given a minimum of seven (7) days written notice of any meeting at which it is proposed to amend the Bylaws which notice shall set out the nature of the proposed amendment;
  - 16.1.2 The Directors shall submit any amendment to the Bylaws to the ordinary resolution, and confirm or reject the amendment to the Bylaws;
  - 16.1.3 An amendment to the Bylaws shall be effective from the date of resolution of the Board approving the amendment until it is confirmed or rejected by the Ratepayers at an AGM or special meeting. An amendment to the Bylaws continues to be effective if so confirmed and ceases to be effective if so rejected.
- 16.2 Repeal of Previous Bylaws - All previous Bylaws of the BIA are repealed as of the coming into force of these Bylaws.

## 17 AUTHORIZATION

DATED at the city of Calgary in the province of Alberta this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CHAIR, BOARD OF DIRECTORS

\_\_\_\_\_  
VICE-CHAIR, BOARD OF DIRECTORS

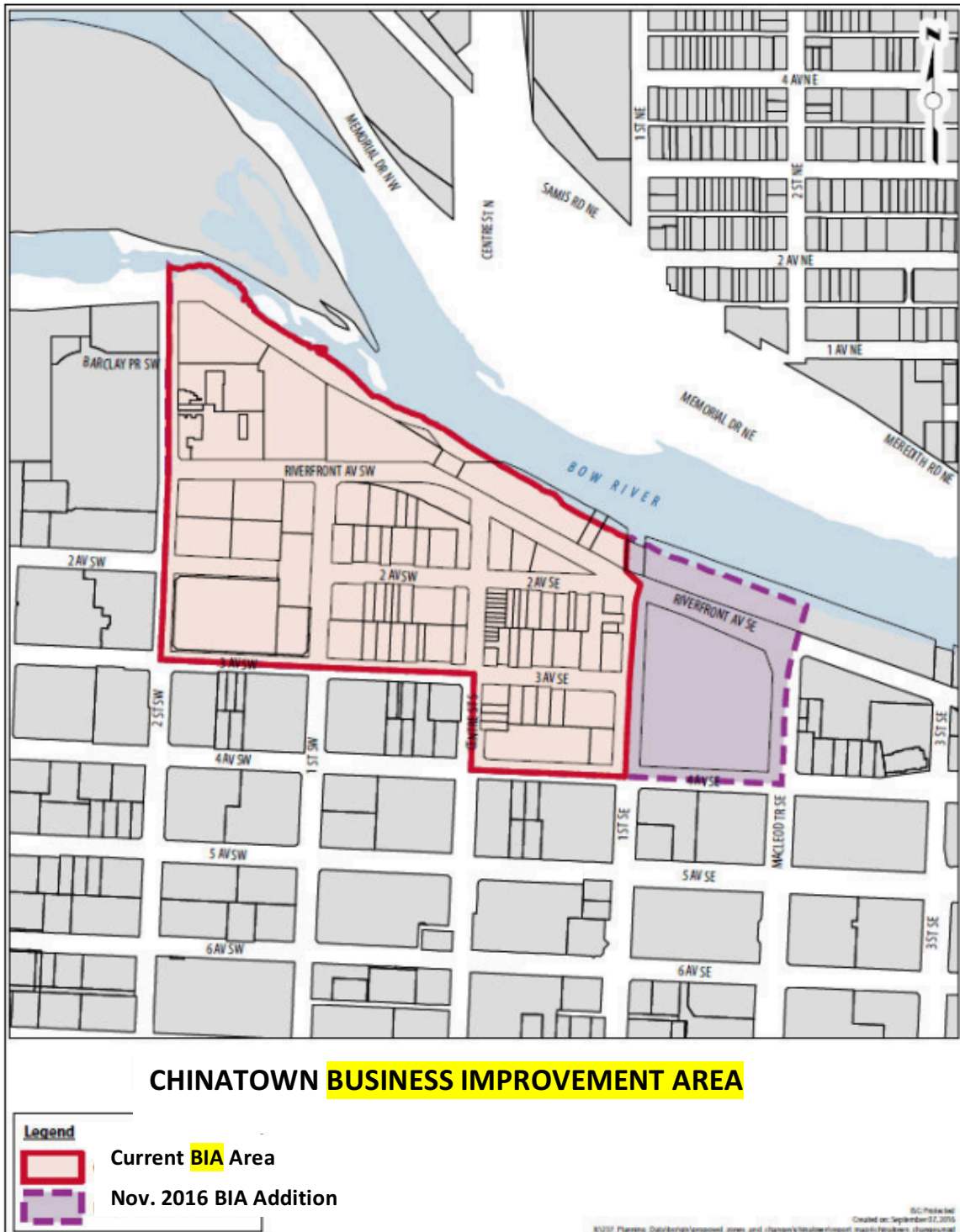
\_\_\_\_\_  
TREASURER, BOARD OF DIRECTORS

\_\_\_\_\_  
SECRETARY, BOARD OF DIRECTORS

CONFIRMED by the Members this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
SECRETARY

## 18 Appendix A - Chinatown Business Improvement Area



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## 19 Appendix B - Terms of Reference

*Standard of Performance expected from members of the BIA Board of Directors.*

- 19.1 Demonstrates dedication to his/her responsibilities to the Board and membership by attending all board meetings, arriving promptly and not leaving until they are over (three (3) consecutive absences or a total of five (5) absences per year may be grounds for dismissal).
- 19.2 Demonstrates commitment to the Board and may have an interest in volunteering on Committees. Liaises with the Executive Director and/or BIA Administrator and reports on a regular basis to the Board on activities and programs.
- 19.3 Supports Board decisions, even when he or she may differ personally with the majority decision.
- 19.4 Demonstrates respect and loyalty to other Board members by being discreet in discussions that require consensus building.
- 19.5 Opts out of discussions and voting on "conflict of interest" topics.
- 19.6 Understands the mission of the BIA and promotes and communicates the goals and activities of it to the membership and to the community as a whole.
- 19.7 Contributes knowledge, talent and technical resources to the BIA Board and management.
- 19.8 Promotes unity within the organization and seeks to resolve internal and/or external conflicts.
- 19.9 Encourages orderly, systematic, and incremental implementation of the BIA's work plans and goals, discouraging the Board from being distracted by secondary issues or projects not included in the agenda.
- 19.10 Encourages staff and other Board members to express their opinions openly in Board meetings.
- 19.11 Offers constructive opinions honestly, without fear of reprisals.
- 19.12 Does not interfere with the day-to-day management of the BIA, respecting the Executive Director and/or BIA Administrator by reporting to one representative only, in most cases the Chairman.



## 20 Appendix B - Terms of Reference Acceptance

*I, the undersigned, have read this **Section 19 Appendix B – Terms of Reference** carefully before signing, and that I understand and accept all of its contents. I execute it voluntarily and with full knowledge of its significance. I understand that it will be binding, not only by me, but also by my heirs, next of kin, personal representatives and assigns.*

DATED at the city of Calgary in the province of Alberta this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Print Name/Signature/Date

\_\_\_\_\_  
Witness

CONFIRMED by the Members this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
SECRETARY

## 21 Appendix C – Directors’ Code of Conduct Policy

- 21.1 A “conflict of interest” is any situation where your personal interests (or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest or a person to whom you owe an obligation) could influence your decisions and impair your ability to act in the BIA's best interests or represent the BIA fairly, impartially and without bias.

It is important to note that a “conflict of interest” exists if the decision could be, or could appear to be influenced; it is not necessary that influence takes place.

- 21.2 General Duties - Unless authorized by the Board, you may not act on behalf of the BIA, or deal with the BIA, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor use your position, office, or affiliation with the BIA to pursue or advance your personal interests or those of a person/entity described above.

The "appearance of a conflict of interest" occurs when a reasonably well informed person properly could have a reasonable perception that you are making decisions on behalf of the BIA that promote your personal interests or those of a person described above.

Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

- 21.2.1 Immediately disclosing a conflict of interest to the Board either in writing, email, or as minuted at a Board meeting. Disclosure must be made when the conflict of interest first becomes known, even if you do not become aware of the conflict until after the matter is concluded.
- Staff disclosures should be reported to the Executive Director and/or BIA Administrator (or if he or she is the one with the conflict, then the Chair, Vice Chair or Treasurer). Disclosure involving Board members should be made to the Chair, Vice Chair or Treasurer (or another member of the Board if the conflict involves one of these individuals), who will then bring the matter to the attention of the Board. The Board shall determine whether a conflict exists (and is material) and in the presence of an existing material interest, whether the contemplated transaction is in the best interests of the organization.
  - If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors.
- 21.2.2 Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.

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21.2.3 Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere

21.2.4 Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.

21.3 Whistleblowing - It is the responsibility of all Board Members and staff to report any conflict or perceived conflict of interest to the Chair, Vice Chair, or Treasurer without fear of retribution and with the understanding that a frank and open Board discussion will take place if the Board officers deem the matter a material conflict.

21.4 More about Avoiding a Conflict of Interest - You must not use your relationship with the BIA to confer a benefit on a person/entity described above (this duty does not prevent you or anyone else from conducting business with other people connected with the BIA); personally benefit from any business activity involving the BIA; or indirectly benefit from any business activity involving the BIA. An "indirect benefit" is a benefit derived by a person/entity described above or a benefit which advances or protects your interests although it may not be measurable in money.

21.5 Using BIA Property and BIA Information - You must have authorization from the Board to use, for personal purposes, property owned by the BIA, or to purchase BIA property unless it is through channels of disposition equally available to the public. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

You may not take personal advantage of an opportunity available to the BIA unless it is clear that the BIA has irrevocably decided against pursuing the opportunity and the opportunity is equally available to members of the public.

21.6 "BIA information" is information acquired solely by reason of involvement with the BIA and which the BIA is under obligation to keep confidential. It is to be used for BIA purposes only and not for personal benefit. To protect BIA information from improper disclosure, it should only be disclosed with Board approval to a person who has a lawful right to the information. You must report any abuse of information.

21.7 Rules about Gifts - You may accept a gift made to you because of your involvement in the BIA only if the gift has no more than token value, is the normal exchanges of hospitality between persons doing business together, is lawful and in accordance with ethical practices and standards and could not be construed by an impartial observer as a bribe, payoff or improper/illegal payment.

You may not use BIA property to make a gift, charitable donation or political contribution to anyone on behalf of the BIA. Any gift must have the authorization of the Board.

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- 21.8 Board members and employees owe a fiduciary duty to the membership of the BIA that carries with it a broad and unbending duty of loyalty and fidelity. Board members and employees have the responsibility of administering the affairs of the BIA honestly and prudently and exercising their best care, skill and judgment for the sole benefit of the BIA. Board members and employees shall not use their positions or their knowledge for personal benefit. The interests of the BIA must have the first priority in all decisions and actions.
- 21.9 Responsibility - It shall be the continuing responsibility of Board members, officers and employees to scrutinize their transactions, outside interests and relationships for potential conflicts and to report potential/conflicts of interest'.

## 22 Appendix C – Directors’ Code of Conduct Acceptance

*I, the undersigned, have read this **Section 21 Appendix C – Directors’ Code of Conduct** carefully before signing, and that I understand and accept all of its contents. I execute it voluntarily and with full knowledge of its significance. I understand that it will be binding, not only by me, but also by my heirs, next of kin, personal representatives and assigns.*

DATED at the city of Calgary in the province of Alberta this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Print Name/Signature/Date

\_\_\_\_\_  
Witness

CONFIRMED by the Members this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
SECRETARY