

DOWNTOWN NEIGHBOURHOOD ALLIANCE
Kitchener, Ontario

April 19, 2008
adopted May 29, 2008

CONSTITUTION

Article I

Name

The organization shall be known as the Downtown Neighbourhood Alliance (DNA).

Article II

Aims and Purposes

The purpose of the DNA is:

- to act as a volunteer coordinating body for Neighbourhood Associations that are involved in programmes and events organized out of a downtown community centre
- to act as a vehicle to speak with one voice on behalf of its member Neighbourhood Associations
- to complement the existing structure, identities and operations of its member Neighbourhood Associations

Article III

Mandate

The mandate of the DNA is:

- to conduct a comprehensive review of neighbourhood needs and concerns related to the residents of downtown Neighbourhood Associations regarding a downtown community centre
- to act as a democratic body that fairly represents the views of its constituent Neighbourhood Associations and shares information and decisions of the DNA with them
- to research and make recommendations regarding downtown community centre issues including but not limited to design, programming, communication, engagement and fundraising to any body representing any interests of the downtown community centre
- to raise monies for any events and programmes to fulfill the mandate of the DNA
- to be a forum for the common interests and issues amongst all interested downtown Neighbourhood Associations

Article IV

Membership

- Membership shall be open to all Neighbourhood Associations located in the downtown area of the City of Kitchener and as deemed eligible by the DNA.
- Application for Neighbourhood Association membership shall be made to the Secretary of the DNA for the DNA's consideration. Prior to such consideration, the Board of Directors shall determine whether the applicant neighbourhood is eligible for membership and shall report its findings to the DNA.
- Representatives of other Neighbourhood Associations may attend general meetings as observers.
- Elected Board Members will not be counted as the appointed delegate of their own Neighbourhood Association, and they will act in the best interest and for the general good of the DNA.
- Resignation of a member Neighbourhood Association shall be submitted to the Secretary of the DNA for presentation at the next meeting of the DNA.

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- Provision is made for individuals to formally register as non-voting DNA Community Members-at-Large; registered non-voting DNA Community Members-at-Large may be nominated for election to the Board.

Article V

The Downtown Neighbourhood Alliance

The DNA shall consist of up to two appointed delegates from each member Neighbourhood Association and the members of the Board of Directors and registered volunteers. Each Neighbourhood Association shall advise the Secretary of the DNA the names of their approved delegates. In the event that an official delegate changes, the Neighbourhood Association concerned shall notify the Secretary of the DNA.

Article VI

Board of Directors

- The Board of Directors shall consist of elected and appointed positions:

Elected Positions:

- Chair(s)
- Treasurer
- Secretary
- Up to 3 Directors-at-Large

Appointed Positions:

- Immediate Past Chair(s)
- Appointed delegate(s) from each member association

The position of Chair may consist of two Co-Chairs.

The position of Treasurer and Secretary may be combined to Secretary-Treasurer.

- The objectives of the Board of Directors shall be to:
 - provide guidance and leadership to the DNA
 - act as liaisons of the DNA for the member Neighbourhood Associations
 - manage the on-going affairs of the DNA
- The duties of the Chair(s) shall be to:
 - conduct meetings of the DNA and of the Board of Directors
 - notify all DNA member groups of meeting times
 - act in matters of policy with the advice and consent of the DNA
 - prepare an annual report for presentation at the AGM and for circulation to member Neighbourhood Associations
 - ensure volunteer recruitment/succession plans for the Board of Directors
 - represent the DNA in its relations with other similar organizations
 - represent the DNA in its relations with partners in a downtown community centre
 - perform any other duties as may be reasonably assigned by the DNA
 - Sit as an ex-officio member on all committees
- The duties of the Treasurer shall be to:
 - assist with the duties of the Board of Directors
 - receive all monies due and payable to the DNA

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- maintain true and proper records of receipts and expenditures
- act in accordance with Article VIII, Finances of the Constitution
- present a full and detailed account of receipts and disbursements to the DNA (a) whenever requested by the DNA and (b) at the Annual General Meeting
- perform other duties as reasonable, as requested by the Chair(s)
- The duties of the Secretary shall be to:
 - assist with the duties of the Board of Directors
 - maintain records of all proceedings of the DNA
 - maintain an accurate list of the names, addresses and contact information of all member Neighbourhood Association delegates
 - record and file for reference copies of the minutes of all DNA meetings and Board of Directors meetings
 - perform other duties as reasonable, as requested by the Chair(s)
- The duties of the Past Chair(s) shall be to:
 - assist with the duties of the Board of Directors as reasonable
 - act as historian for the DNA
 - chair the nominations for elections
 - assist with volunteer recruitment
 - perform other duties as reasonable, as requested by the Chair(s)
- The duties of a Director shall be to:
 - assist with the duties of the Board of Directors
 - attend or chair sub-committee(s) meetings as needed
 - assist with volunteer recruitment
 - perform other duties as reasonable, as requested by the Chair(s)
- The Board of Directors will be in office for one year terms.
- Vacancies on the Board of Directors may be filled by the Board of Directors from the member Neighbourhood Associations in good standing with the DNA or from registered DNA Volunteers and such appointment(s) shall be ratified by the DNA at the next general meeting.
- Members of the Board of Directors must declare any conflict of interest immediately and cannot vote or debate the issues in conflict.
- Members of the Board of Directors will not receive any salary or honoraria.
- Consecutive terms of office shall not exceed four years.

Article VII

Elections

- Elected Board members shall be nominated by a member Neighbourhood Association of the DNA, by a current Board member or by a registered volunteer.

Article VIII

Finances

- The Treasurer shall ensure all funds received on behalf of the Alliance are deposited in a chartered bank, trust company, or other such accredited institution as may be named by the DNA.

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- The Treasurer shall ensure any invoices and accounts are paid in a timely fashion on behalf of the DNA as authorized by the Board of Directors.
- All cheques shall be signed by two authorized signing officers.
- Signing authority for the DNA shall rest with the Treasurer and the Chair(s).
- The Treasurer shall present a financial report to the DNA at the first regular meeting of the fiscal year.
- The signing officers shall be bondable.

Article IX

Meetings

- Meetings of the Board of Directors shall be called as necessary.
- Regular meetings of the DNA shall be scheduled at least quarterly each fiscal year.
- Member Neighbourhood Associations, delegates, and others as needed (such as registered DNA volunteers), shall be notified of meeting dates and locations in a timely fashion by the Chair(s).
- Member Neighbourhood Associations may have as many observers as they deem desirable for each DNA meeting.
- The Annual General Meeting (AGM) of the DNA will be held in the first quarter of the fiscal year.

Article X

Minutes

- Official minutes of all DNA meetings shall be kept and filed in the designated DNA office and circulated in a timely fashion to DNA board members, member Neighbourhood Associations and others as needed
- A record of all decisions taken by the Board of Directors shall be kept on file by the Secretary in the designated DNA office.

Article XI

Conduct of Meetings

- All meetings shall be conducted in accordance with the Constitution and By-laws of the DNA and points not so covered shall be governed by Robert's Rules of Order.
- An agenda shall be prepared by the Board of Directors and circulated to the member Neighbourhood Associations, delegates and others as needed in advance of each meeting.

Article XII

Committees

- The DNA may establish such standing or special committees as it may deem desirable and each committee shall be of such size and constitution and have such powers as the Executive may determine.
- The Committee Chair(s) shall report at each DNA meeting.
- The Committee Chair(s) shall report to the Board of Directors as needed.
- Each committee shall include at least one member of the Board of Directors.

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Article XIII
Amendments

- Amendments to the Constitution may be made at any general meeting of the DNA.
- Notice of motion for amendments shall be made to the Secretary in writing, at least 30 days in advance of the next meeting.

Article XIV
Voting

- Each member Neighbourhood Association shall be entitled to one vote. In the event that more than one appointed delegate attends a DNA meeting, it is the responsibility of the neighbourhood delegates to advise the Chair(s) who is the sole voting delegate.
- Each elected member of the Board of Directors shall be entitled to one vote. If there are Co-Chairs, then the one who conducts the meeting shall abstain from voting unless there is a tie vote; in this case, the Chair who conducts the meeting will cast the deciding vote.
- Proxy voting shall be allowed. Proxy forms must be completed and signed by the delegate and this signed form presented to the Secretary prior to a vote being taken.
- Each delegate or Board Member must declare any conflict of interest immediately and cannot vote or debate the issue(s) in conflict.

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BY-LAWS

1. Quorum

- Quorum of the DNA shall consist of fifty percent (50%) plus one (1) of the official voting delegates of the members of the DNA and the members of the Board of Directors. At least three member Neighbourhood Associations must be represented.
- Quorum of the Board of Directors shall consist of three Board of Director members.

2. Fiscal Year

- The fiscal year of the DNA shall be January 1 to December 31.

3. Location, Timing and Organization of DNA Meetings

- Meetings will be held at least quarterly.
- Meetings shall be conducted by the Chair(s).
- Meeting times and locations will be set by the Board of Directors.

4. Election Procedures

- Nominations shall be made at the Annual General Meeting by member Neighbourhood Associations, registered DNA volunteers or Board members.
- Voting shall be by a 'show of hands' or ballot if more than one person stands for the same office; otherwise by acclamation.

5. Finances

- Costs associated with maintenance and repair of equipment and other program expenses shall be shared with the appropriate groups or association that uses the said equipment/program.
- All monies raised through DNA, whether from programming or special event/event specific fundraising, shall be deposited by the Treasurer into the DNA account.
- The Treasurer will ensure that any monies designated for specific Neighbourhood Associations will be transferred to the respective Neighbourhood Association(s) on a regular basis at least annually, based on the sharing formula agreed to by the member Neighbourhood Associations.

6. Communications

- Regular communication will be maintained with member Neighbourhood Associations and its volunteers.

7. Alliance Members and Delegates

- Eligibility Criteria for a Neighbourhood Association to become a member of the DNA:
 - must be recognized by the City of Kitchener as a Neighbourhood Association
 - must be located within a reasonable radius of the officially designated downtown area of the City of Kitchener.
- Eligibility Criteria for a voting delegate of a member Neighbourhood Association of the DNA:
 - must be at least 16 years of age
 - must live in the Neighbourhood Association area that they represent
 - must be approved by the member Neighbourhood Association
- Eligibility Criteria for a Board Member of the DNA:
 - must be at least 16 years of age

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- must live in one of the member Neighbourhood Association areas
- recommend that he/she should serve as a voting delegate prior to being a board member

8. Annual Report

- The Board of Directors shall submit an annual report for approval by the DNA at the Annual General Meeting (AGM).
- Following approval, the Board of Directors shall distribute the annual report to the member Neighbourhood Associations, other organizations, media and individuals as deemed appropriate.
- Committee chairs shall submit an annual report for approval by the DNA at the AGM.

9. Authority

- DNA board members and delegates possess authority given to them by participating member Neighbourhood Associations regarding issues pertaining to the Downtown Community Centre and any other common concerns.
- No officer of the Board of Directors, delegate, member Neighbourhood Associations or any other member shall obligate the DNA or commit it to any policy, programme, purchase, sale or responsibility without the express authority of the Board of Directors.

10. Accountability

- DNA board members and delegates will work with other partners of the Downtown Community Centre in a respectful and responsible manner but are ultimately solely accountable to member Neighbourhood Associations.

11. Decision-making

- Decisions will be made after an opportunity to discuss and submit opinions has been given to all member Neighbourhood Associations and delegates present at the meeting. Every effort will be made to achieve consensus on all decisions. Decisions will carry with a simple majority of the eligible voters.

12. Dissolution

- In the event that the DNA becomes inactive or dissolves, all monies in their account(s) shall be divided equally amongst the member Neighbourhood Associations or as otherwise voted on at an AGM.

13. Programming

- As a starting point, each Neighbourhood Association will have the option of managing existing programs by themselves, with other Neighbourhood Association(s) or as a DNA program. Program fees will be payable to the individual Neighbourhood Association(s) or to DNA as appropriate. A fair and equitable portion of the fees will be allocated to DNA for maintenance and on-going expenses.

14. Volunteers

- A formal program for recruiting and retaining volunteers will be instituted by DNA. Registered Volunteers may attend General Meetings, may nominate Board Members; they are not eligible to vote. A registered volunteer may be elected to the Board of Directors; however, he/she must meet the eligibility criteria. A list of registered volunteers will be maintained.

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FOUNDING MEMBERS

The following is a list of the founders of the Downtown Neighbourhood Alliance who ratified the original Constitution on the 31st Day of March in the year two thousand and five:

Founders Names	Neighbourhood Association
Joanne Davis	Central Frederick
Dan Glenn-Graham	Civic Centre
Donna J. Kuehl	Civic Centre
Douglas Hoch	Mount Hope
George Klemetsch	Central Frederick
David Bradshaw	Auditorium
Karen Taylor-Harrison	Cedar Hill
Anita Good	Victoria Park
Stefanie Clarke	Central Frederick