

KAHBA
Kingston & Area
Home Business
Association

www.kingstonhomebiz.ca

By Laws and Operations

Prepared by:
the KAHBA Executive Committee

Approved by:
The KAHBA Board of Directors, March 24, 2009

Passed by:
The KAHBA membership, May 9, 2009

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**By Laws and Operations of the
KINGSTON & AREA HOME BUSINESS ASSOCIATION**

Article 1: Name

A1.1 The name of the group shall be the "Kingston & Area Home Business Association," hereinafter referred to as "KAHBA."

Article 2: Mission

A2.1 To promote home-based business in the community, and to support members through the sharing of information, experience, and knowledge by;

A2.1.1 Meeting regularly to discuss issues of interest and concern to home-based businesses.

A2.1.2 Holding periodic events in the community.

Article 3: Not-For-Profit Corporation

A3.1 KAHBA is a registered not-for-profit corporation in the city of Kingston in the Province of Ontario. All monies and funds shall be used for expenses incurred by KAHBA in the furtherance of its mission, in accordance with these articles.

Article 4: Membership

A4.1 Full Business Member. Any small or home-based business shall, upon application, payment of annual membership fees, and approval of the Executive Committee, be accepted as a Full Business Member of KAHBA.

A4.1.1 Up to two persons for each Full Business Member may be listed in the KAHBA Membership Directory. Only one of these individuals may, however, vote on matters put before the membership for decision.

A4.2 Associate Business Member. Any other business, organization, or association which has dealings with home-based businesses and supports the purpose of KAHBA may, upon application, payment of annual membership fees, and approval of the Executive Committee, be accepted as an Associate Business Member of KAHBA.

A4.2.1 Up to two persons for each Associate Business Member may be listed in the KAHBA Membership Directory. Associate Business Members shall not be eligible to vote on matters put before the membership for decision, and listed members shall not hold office unless appointed by the Executive Committee.

A4.3 For an additional fee of 50% of the regular membership fee, a member may list an additional business in KAHBA.

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Article 5: Membership Year and Fees

- A5.1 The KAHBA membership year shall be from June 1st, in any year, to May 31st, in the following year.
- A5.2 The annual membership fee shall be approved by a two-thirds majority vote of those members present at a KAHBA Annual General Meeting (AGM) or a Special Meeting based on a recommendation from the Executive Committee.
- A5.3 The annual membership fee of each Full and Associate Business Member shall become due on, and payable in advance by, June 1st of each membership year.
- A5.4 The membership status of any Business Member whose fees are in arrears in excess of 30 calendar days in a given membership year shall be reviewed by the Executive Committee. In such an instance, the Executive Committee may cancel the membership of the Business Member upon giving 21 calendar days notice of intent to cancel the membership.
- A5.5 The membership fee for a new member joining after June 1st will be pro-rated according to the amount of the fiscal year remaining and calculated on the 1st day of the month following the date of effective membership. The effective membership date will be taken as the date on the official receipt of the full membership fee. The pro-rated value of the first year will be reflected as an adjustment made to fees due for continuing membership for the following year: for example, the fee for a new membership effective on June 10th will be calculated from July 1st and will amount to 11/12 of the current full membership fee. The new member will pay the full membership fee for the first year. The fee for the following fiscal year will be reduced by 11/12 of the membership fee for the first year of membership.

Article 6: Termination and Suspension of Membership

- A6.1 Any member may withdraw from the association by a written resignation delivered or mailed to the secretary of the association at which time the member's information will be removed from the web-site. There shall be no refunding of membership dues in the event of a resignation.
- A6.2 The membership of any member may be suspended for any period of time or may be terminated by the Executive Committee. Such suspension for any period of time or termination shall be by a vote of two-thirds (2/3) of the votes cast by the Executive Committee at an "in-camera" meeting of this Committee. The member will be notified of the termination in writing by registered mail and the entire membership fee for the year will be refunded.

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Article 7: Executive Committee and the Board of Directors

- A7.1 There shall be a KAHBA Executive Committee responsible for the affairs of KAHBA and vested with full power to conduct all KAHBA business.
- A7.2 The Executive Committee shall consist of a number of officers, each of whom shall be duly elected to a specific office at the Annual General Meeting (AGM). Any one person listed in the KAHBA Membership Directory for each Full Business Member may stand for office in an election.
- A7.2.1 Any position not filled by election may be appointed by the Executive Committee.
- A7.3 The Executive Committee shall consist of the following:
- 1) President;
 - 2) Vice-President;
 - 3) Secretary;
 - 4) Treasurer;
 - 5) Membership Chairperson;
 - 6) Publicity Chairperson;
 - 7) Program Chairperson;
 - 8) Newsletter Chairperson;
 - 9) Guest Chairperson;
 - 10) such other officers as may be required by KAHBA.
- A7.4 The immediate Past President shall be an officer - Ex-Officio of the Executive Committee.
- A7.5 The Board of Directors, under the Corporation Act, shall consist of a minimum of three members of KAHBA generally drawn from the elected executive committee.

Article 8: Nominations and Elections

- A8.1 Any person listed in the KAHBA Membership Directory as representing a Full Business Member in good standing shall be eligible for election to the Executive Committee with the proviso that only one listed person per Full Business Member may stand for election at any one time. The proviso "in good standing" means that the annual membership fees of the Business Member are not in arrears.
- A8.2 With the exception of President and Vice-President, the term of office for a member of the Executive Committee shall normally be two years or until a successor is elected at the next AGM. Term of office for the President and Vice-President shall normally be one year or until a successor is elected at the next AGM.

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- A8.3 If an officer of the Executive Committee does not complete his/her normal tour the Executive Committee shall appoint a successor to complete the term.
- A8.4 The Executive Committee shall take office effective June 1st in a given membership year.
- A8.5 Nominations to stand for election to a specified Executive Committee office may be made to the President, prior to the AGM, or from the floor at the AGM. No nomination shall be accepted without the concurrence of the nominee.

Article 9: Subcommittees

- A9.1 Subcommittees shall be established at the direction of the President. Each shall normally be chaired by a member of the Executive Committee, or other member as designated by the President.

Article 10: Meetings

- A10.1 A Monthly Meeting shall normally be held each month during the membership year.
- A10.2 The AGM shall be held annually; normally coincident with the May Monthly Meeting.
- A10.3 A Special Meeting may be called by the President at any time.
- A10.4 The membership shall be given at least 21 calendar days notice, by the President, in writing, of all AGM or Special Meetings.
- A10.5 The Executive Committee shall meet, as required, at the request of the President.
- A10.6 The President shall normally chair all Meetings, and a business agenda shall be followed.
- A10.7 Minutes of all Meetings shall be kept and shall be available to members on request.

Article 11: Quorum and Majority

- A11.1 A quorum for Executive Committee Meetings shall be not less than 50% of the Executive Committee Members.
- A11.2 A quorum for an AGM, Special Meetings, and Monthly Meetings shall be not less than 33% of the Full Business Members.
- A11.3 Except as otherwise indicated in these bylaws, a majority at Meetings shall be a simple majority of those present.

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Article 12: **Duties of the Executive Committee: See Annex A**

Article 13: **Finance**

A13.1 The fiscal year is May 1st to April. 30th.

A13.2 The outgoing Executive Committee shall draft the next year's operating budget for consideration by the incoming Executive Committee.

A13.3 The incoming Executive Committee shall finalize the next year's operating budget for approval by the Full Business Members at the June Monthly Meeting.

A13.4 On its own authority, so long as it does not cause the operating budget to be exceeded, the Executive Committee may approve the expenditure of money, to a limit of \$200.00, for unbudgeted expenses arising between Meetings.

A13.5 The Treasurer shall pay all accounts by cheque, signed by any two of the following: the President, Vice President, Treasurer, or Membership Director.

Article 14: **Annual Financial Statement Review**

A14.1 The books and records of the KAHBA shall be reviewed annually by a person external to and approved by the Executive Committee.

A14.2 A reviewed financial statement covering the previous fiscal year just elapsed shall be presented each year within three months following the AGM.

Article 15: **By Law Amendments**

A15.1 Amendments to this constitution may be initiated with notice of motion in the form of a draft proposal being given to all KAHBA members, by the President, in writing, at least 21 calendar days prior to an AGM or Special Meeting. The amendments must then be approved at an AGM or Special Meeting by a two-thirds majority vote of the Full Business Members attending.

Article 16: **Rules Of Order**

A16.1 Robert's Rules of Order shall govern all matters not regulated by this Constitution.

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ANNEX A

To: BY LAWS and OPERATIONS OF KAHBA

Dated: May 9, 2009

Duties of the Executive Committee

1. The President shall:
 1. provide leadership and coordinate all activities of KAHBA;
 2. preside over all meetings of KAHBA and ensure that meetings are run in an efficient manner, and in conformance with the mission and constitution of KAHBA;
 3. preside over the election of new Executive Committee officers;
 4. convene Executive and Special Meetings, as required; and
 5. represent KAHBA in the community.

2. The Vice-President shall:
 1. preside over meetings in the absence of the President; and
 2. fulfill other duties as directed by the President.

3. The Secretary shall:
 1. record the proceedings of all meetings;
 2. maintain a file of all correspondence;
 3. ensure that the Minutes of Monthly Meetings are distributed to members; and
 4. ensure the minutes of the AGM are produced, circulated and placed in the Corporation Record Book .

4. The Treasurer shall:
 1. receive and deposit any monies on behalf of KAHBA and issue receipts;
 2. keep accurate records of all receipts and expenditures of KAHBA;
 3. handle all financial transactions;
 4. prepare financial statements for presentation to the membership as required; and
 5. arrange for a review of KAHBA financial records for presentation to the membership within three months following the AGM; and
 6. arrange for the completion and annual filing of the corporate income tax return.

5. The Membership Chairperson shall:
 1. maintain an up-to-date membership data base;
 2. liaise with the Executive Committee, particularly the Treasurer and Newsletter Director, to ensure the accuracy of the data base;
 3. prepare the KAHBA Membership Directory for inclusion in the KAHBA Newsletter;
 4. follow up new members to provide information on KAHBA and obtain feedback;
 5. send invoices to applicants for membership; and
 6. send out membership renewal forms before the end of the membership year.

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6. The Publicity Chairperson shall:
 1. promote the KAHBA through the media and other appropriate means; and
 2. ensure the KAHBA Monthly Meetings and special events are advertised in advance.

7. The Program Chairperson shall:
 1. arrange Guest Speakers for the Monthly Meetings, as approved by the Executive Committee.

8. The Newsletter Chairperson shall:
 1. produce and ensure distribution of a monthly Newsletter to all KAHBA Full and Associate Business Members, and selected commercial distribution sites;
 2. liaise with other home business associations to share Newsletter information;
 3. submit an invoice monthly to the Treasurer for the cost of producing and distributing the Newsletter. Costs shall be as approved by the Executive Committee from time to time; and
 4. actively pursue commercial opportunities to mitigate production costs.

9. The Guest Chairperson shall:
 1. ensure guests and new members are made to feel welcome at Monthly Meetings;
 2. ensure guests are given guest questionnaires to complete at Monthly Meetings;
 3. follow up guests within one month of their first meeting to encourage them to come to the next meeting, apply for membership, if they have not already done so; and
 4. forward a copy of guest questionnaires completed by those who wish to become members to the Membership Director.

Duties of the Board of Directors

1. The Board of Directors shall:
 1. fully appreciate and assume the responsibilities and obligations specified under the Corporations Act ;
 2. ensure that the notifications and filings of forms, schedules, and notices of change are made as required under the Corporations Information Act of the Province of Ontario;
 3. ensure the filing of the annual corporate income tax return; and
 4. ensure the KAHBA Corporate Book of Records is kept current and available for review at any time.