

SPRINGBANK HILL COMMUNITY ASSOCIATION
Of Calgary

Bylaws

The Charter as registered under the Societies Act, Registrar of Companies, in the Province of Alberta.

ARTICLE 1 PREAMBLE

- 1.1 The society known as **The Springbank Hill Community Association of Calgary**, hereinafter referred to as the Association, is incorporated under the Societies Act of the Province of Alberta.
- 1.2 The boundaries of the Association as specified by the City of Calgary are:
- | | |
|--------|----------------------------|
| North: | 17 th Avenue SW |
| South: | Glenmore Trail |
| East: | 69 th Street SW |
| West: | Stoney Trail Corridor |
- 1.3 This document shall be the general By-laws for the Association, and shall regulate the business and affairs of the Association.

ARTICLE 2 OBJECTIVES

- 2.1 To actively promote a vibrant, safe and close-knit community for all its residents.
- 2.2 To promote and foster better relations and communication among the residents of Springbank Hill Community and of the community at large.
- 2.3 To facilitate the recreational, cultural and social activities of the community.
- 2.4 To provide a centre for the various activities of the community; and a meeting place for the consideration and discussion of questions affecting the community at large and the Association.
- 2.5 To otherwise serve the general community interests in any way possible.

ARTICLE 3 TERMINOLOGY

3.1 Definitions

In these Bylaws, the following words shall have these meanings:

- 3.1.1 "**Adult**" shall mean any person of legal voting age.
- 3.1.2 "**Affiliated Organization**" shall mean an organization outside the boundaries of the Association serving the needs of our members.
- 3.1.3 "**Ancillary Group**" shall mean an associate group serving a special interest or need of the community residents.
- 3.1.4 "**Board**" shall mean the Board of Directors of the Association.
- 3.1.5 "**Community at Large**" shall mean persons outside the boundaries of the Association with whom the Association may have cause to interact.
- 3.1.6 "**Director**" shall mean a member elected or appointed to the Board.
- 3.1.7 "**Executive**" shall mean the Executive Committee of the Board.
- 3.1.8 A "**Family**" shall mean up to two registered adults and any number of children under the age of 18 living in the same residence.
- 3.1.9 "**Legally Related**" shall mean any two (2) or more persons associated through birth, marriage and/or common-law agreement.
- 3.1.10 "**Majority**" shall mean 50%+1 of the votes cast, except as otherwise noted in these by-laws.
- 3.1.11 "**Member**" shall mean the person as described in these by-laws for membership in the Association.
- 3.1.12 "**Member in Good Standing**" shall mean an adult whose annual membership dues and other fees are paid, and whose membership is not under suspension.
- 3.1.13 "**Officer**" shall mean a Director elected to the Executive of the Board.
- 3.1.14 "**Regular Member**" shall mean a member in good standing unless otherwise noted in these bylaws.
- 3.1.15 "**Proper Notice**" shall mean notice given in writing or by letter, not less than twenty one (21) days prior to a Special, Annual or General Meeting, stating the intention or purpose

of the meeting, and delivered to the last recorded address of the member. Said notice shall be deemed given when delivered to a household or post office or via an electronic mailing address or through publication in a community newsletter.

3.1.16 "**Special Resolution**" shall mean a resolution passed

- a) At a General Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, AND
- b) By a majority of not less than three-quarter (3/4) of the votes cast by those members entitled to vote as are present.
- c) The bylaws may be rescinded, altered or added to by a "Special Resolution".

3.2 **Interpretation**

3.2.1 In all Bylaws of the Association, the singular shall include the plural, and the plural shall include the singular; the word "person" shall include corporations and associations; the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

ARTICLE 4 MEMBERSHIP

4.1 **Guidelines**

4.1.1 Membership in the Springbank Hill Community Association is open to all persons who support, in general, the Objectives of the Association.

4.1.2 Annual Membership fees shall be determined by the Regular Members of the Association.

4.1.3 A membership register shall be kept current and confidential at the office of the Association.

4.2 **Regular Member**

4.2.1 Any Adult or Family residing within the established boundaries of the Association may purchase a Regular Membership. Such membership shall permit participation in any and all programs of the Association where eligibility and space allow.

4.2.2 Each Regular Member in Good Standing shall be entitled to use of any facility or activity of the Association. Additional fees or discounted fees for use or participation may also be applied, at the discretion of the Board.

4.2.3 The rights and privileges of any Regular Member in Good Standing shall include:

- a) The right to audit meetings of the Association's Board of Directors subject to Article 5.8.2.
- b) The right to participate in and vote at any duly constituted meeting of the Association's General Membership.
- c) The privilege to stand for nomination or appointment as a Director of the Association.

4.3 Associate Member

4.3.1 Any Adult or Family residing outside the established boundaries of the Association may purchase an Associate Membership.

4.3.2 Associate Membership shall permit participation in any and all programs of the Association, where eligibility and space allow.

4.3.3 Each Associate Member in Good Standing shall be entitled to use of any facility or activity of the Association, where eligibility and space allow. Additional fees or discounted fees for use or participation may also be applied, at the discretion of the Board.

4.3.4 Associate Members shall not be entitled to rights or privileges of the Regular Members of the Association.

4.4 Termination of Membership

4.4.1 All memberships described above shall automatically terminate on the 31st day of August each year.

4.4.2 Any member whose membership terminates may renew his/her membership at any time thereafter.

4.4.3 Any member may terminate his/her membership at any time by giving the Association notice in writing, but there shall be no reimbursement of fees previously paid.

4.5 Expulsion from Membership

4.5.1 The Board shall, upon receiving a formal substantiated complaint, have the power by a majority of two thirds (2/3) of those votes cast by the Directors present at any meeting, to suspend or expel any member from membership. No member shall be suspended or expelled without first being notified in writing of the charge or complaint against him/her and without having first been given the opportunity to be heard or to submit a statement in writing at the Board meeting dealing with his/her suspension or expulsion.

- 4.5.2 There shall be no reimbursement of fees previously paid by any suspended or expelled member.
- 4.5.3 Any member whose membership has been suspended shall be eligible to renew his/her membership at any time after the 31st day of August in any year.
- 4.5.4 Any member who has been expelled may, upon written application for reinstatement to the Association membership, be reinstated at any Annual, General or Special meeting, where said reinstatement is included on the agenda, by a majority of two-thirds (2/3) of those votes cast by members entitled to vote who are present at such meeting.

4.6 Change of Address of Member

- 4.6.1 All Members shall be required to give notice to the Association of any change of address. Regular Memberships shall automatically become Associate Memberships when the registered member moves outside the boundaries of the Association. Associate Memberships shall automatically become Regular Memberships when the registered member moves to within the boundaries of the Association. In the event that only one registered adult of a family changes address, the membership shall be deemed to belong to the registered member remaining at the residence.

ARTICLE 5 MEETINGS

5.1 Attendance of Meetings

- 5.1.1 All Annual, Special, and General meetings of the Association shall be open to the public, except that all or part of any meeting may be closed, by a majority of the votes cast by those entitled to vote and are present.
- 5.1.2 All meetings of the Board shall be open to any Regular Member, except that all or part of any meeting may be closed, by a two thirds (2/3) majority of the votes cast by the Directors present.

5.2 Annual General Meeting of the Membership

- 5.2.1 The Board of Directors shall call for an Annual General Meeting of the membership on or before the 1st day of November each year.
- 5.2.2 The business of the Annual General Meeting shall include:
 - a) President's Report of the year's activities;
 - b) Treasurer's Report and the Audited Statements of which sufficient copies are to be available for examination and viewing by the members present;
 - c) Appointment of Auditors;

- d) Election of Directors;
- e) Any other business of the Association; except that no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given

5.2.3 The order of business shall be at the discretion of the Chair provided that in general, the business and reports relating to the preceding fiscal year take place before the Election of the Directors.

5.3 General Meeting of the Membership

5.3.1 The Board of Directors may call, in addition to the Annual Meeting, a General Meeting of the Membership at any time and for any purpose.

5.4 Special General Meeting of the Membership

5.4.1 A Special Meeting of the Members of the Association may be called from time to time as circumstances shall require or dictate, if:

- a) the Board sees fit to call such meeting; OR
- b) the President receives a request in writing, signed by not less than (10%) of the registered Regular Members, stating the reason and motion intended; such meeting to be called within twenty-one (21) days of receipt of said request.

5.5 Board Meeting

5.5.1 The Directors shall meet within ten (10) days after each Annual Meeting to form the Board and elect its Officers.

5.5.2 The Board of Directors shall meet at least ten (10) times each year at a regular scheduled date and time determined by the Directors.

5.5.3 Additional meetings of the Board may be called at any time upon the instructions of the President.

5.5.4 A special meeting of the Board shall be called by the President within ten (10) days of written request received by him stating in full the objective and purpose of the meeting. For the called meeting to be conducted, two-thirds (2/3) of those members who signed the request must be present for the meeting. The written request must be duly signed by:

- a) At least three (3) Directors, OR
- b) Not less than seven (7) Regular Members.

5.6 Executive Meeting

5.6.1 The Executive Officers of the Board shall meet at least ten (10) times each year. Additional meetings of the Officers may be called at the discretion of the President or of any member of the Executive.

5.7 Committee Meeting

5.7.1 The Members of all duly appointed and standing committees of the Board shall meet from time to time, or any time at:

- a) The discretion of the Chair of each Committee; OR
- b) The call of the Directors.

5.7.2 The Chair of any duly appointed or standing Committee of the Board shall be appointed by the Board. The Board may, at its discretion, act on a recommendation of the committee for an appointment of Chair.

5.7.3 The Chair of any duly appointed or standing Committee of the Board shall also be a Director of the Board.

5.7.4 Committees of the Board may not assume any responsibility or authorization for actions, unless expressly stated or authorized by the Board of Directors.

5.8 Notice of Meetings

5.8.1 Proper Notice shall be given to all Ordinary Members for any Annual, General or Special meeting.

5.8.2 Notice for any additional Board meeting shall be in any form decided by the President and in the case of a Committee meeting, by the Chair, not less than three (3) days prior to such meeting.

5.8.3 Such proper notice of an Annual / General meeting and Special meetings must be given at least 21 days in advance of such meeting.

5.8.4 For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address or electronic mailing address or phone number of any Member shall be the last address or electronic mailing address or phone number recorded on the books of the Association.

5.8.5 No error or omission in giving notice of any Annual, General, Special, Board, Executive or adjourned meeting shall invalidate the meeting or make void any proceedings of the meeting.

5.8.6 Any Regular Member may at any time waive notice of any such meeting except Notice of Special Resolution, and may ratify any and all proceedings of the meeting.

5.9 Agenda

5.9.1 The Agenda of any Annual, General or Special Meeting shall be attached or included in the notice of such meeting.

5.9.2 Only the matter(s) as set out in the notice of meeting shall be considered at any General or Special meeting.

5.10 Quorum

5.10.1 A Quorum for the transaction of business at any Annual, General or Special meeting shall be ten (10) Regular Members. These Regular Members shall include no fewer than one (1) Executive Officer plus four (4) Directors.

- a) If there is no Quorum at such meeting within thirty (30) minutes from the time appointed for the meeting, and provided that a minimum of one Executive Officer and ten (10) Regular Members, other than Board Members, are in attendance, the Chair shall poll the Regular Members present, AND
- b) If there is unanimous consent, a legal Quorum shall be deemed to be present and the meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full Quorum had been present, OR
- c) If unanimous consent is not obtained to conduct the meeting and before adjourning the original meeting, the Chair, at his/her discretion, shall fix a date, time and place to hold another meeting, and any business may be dealt with at the adjourned meeting if a Quorum is present, AND
- d) If there is no quorum at this adjourned meeting within thirty (30) minutes from the time appointed for the meeting, those Regular Members present shall be deemed a legal quorum and the meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

5.10.2 The Quorum for the transaction of business at any Board meeting shall be one (1) Executive Officer plus four (4) of the remaining standing Directors with a minimum total of five (5) Directors.

- a) If there is no Quorum present at such meeting, the Chair shall conduct the meeting and all decisions may be ratified at the next regularly called Board meeting or at a General meeting of the Members.

5.10.3 The Quorum for the transaction of business at any Executive meeting shall be three (3) Executive Officers.

5.11 Voting

- 5.11.1 Except for the Chair, each Regular Member registered with the Association shall have one (1) vote at any Annual, General or Special meeting, and where elected or appointed, at any Board or Executive meeting.
- 5.11.2 The Chair votes only to make or break a tie with the exception of a decision by ballot, in which case the Chair has only one (1) vote and not a casting vote.
- 5.11.3 At all meetings of the Association whether Annual, General, Special, Board or Executive, every question shall be decided by a majority of the votes cast by the members present unless otherwise required by the Bylaws of the Association, or by law.
- 5.11.4 A declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 5.11.5 Voting shall be by show of hands unless a poll is demanded.
- 5.11.6 If a poll is demanded and not withdrawn, the poll shall be taken in such manner as the Chair shall direct.
- 5.11.7 There shall be no voting by proxy permitted at any meeting.

5.12 Minutes

- 5.12.1 Minutes shall be taken and recorded at every meeting by the Secretary, the original copy of said document to be filed at the Office of the Association.

5.13 Adjournment

- 5.13.1 Any meeting may be adjourned with the consent of the majority of the members at the meeting.
- 5.13.2 The adjourned meeting conducts only the unfinished business from the original meeting.
- 5.13.3 No notice is required for the adjourned meeting.

ARTICLE 6 ELECTION OF DIRECTORS

- 6.1 The Board of Directors shall consist of not less than seven (7) and not more than twenty (20) Regular Members, and notwithstanding 7.4.2 of the Bylaws, shall be elected annually by those Members entitled to vote as are present at the Annual General Meeting.

- 6.2 The Nominating Committee shall nominate a slate of candidates for the Directors.
 - a) The Nominating Committee shall be comprised of all Executive Officers plus any Directors appointed by the Board.
- 6.3 Further nominations for the Directors may be made by any Regular Member from those members also present at the Annual General Meeting.
- 6.4 The outcome of the elections shall be determined by a plurality vote; i.e. whoever receives the most votes is elected.
- 6.5 The Directors may be elected en bloc.
- 6.6 No member may be elected or appointed to the Board for more than ten (10) years in succession unless by Special Resolution of the Membership. A member shall be eligible to serve again following an absence of one year.
- 6.7 The Directors so elected and appointed shall form the Board and shall hold office until the next Annual General meeting, or until their term expires.

ARTICLE 7 GOVERNMENT

7.1 Board of Directors

- 7.1.1 Each Director, at the time of his/her election or appointment and throughout his/her term of Office, shall be an Regular Member of the Association. A Director cannot be an employee of the Association.
- 7.1.2 If less than seven (7) members are elected at the Annual meeting, the Board shall have the power to appoint additional members, to the maximum of twenty (20), upon two-thirds (2/3) majority of the votes cast by the Directors present at any duly constituted Board meeting.
- 7.1.3 The Directors of the Board shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; however a Director may be paid reasonable expenses incurred by him in the performance of his/her duties.
- 7.1.4 A resolution in writing signed by all of the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 7.1.5 No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the Association its Board or Staff without prior approval of such a commitment at a duly constituted meeting of the Board.

7.1.6 Vacancies on the Board, however caused, so long as a quorum of Directors remains in office, may be filled by the Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of the Members at which the Directors for the ensuing year are elected, except that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies. (Article 5.10.2)

7.2 Duties of the Board

7.2.1 The Board shall have and exercise all the powers of the Association as fully and completely as the Association could in general meeting, subject always, however, to the provisions of the Societies Act, City of Calgary Landholder Agreement and of these Bylaws and without restricting the generality of the foregoing, the Directors shall:

- a) Collect the amount of the membership fee for the following year.
- b) Hold meetings as herein set forth.
- c) Make rules and regulations from time to time for the operation of the Association; such rules and regulations to be recorded in the Association's Policy and Procedure Manual.
- d) Undertake whatever means they deem advisable to further the financial position of the Association, and to make whatever expenditures necessary to carry out its activities.
- e) Appoint Officers and Agents, and authorize the employment of persons as they deem necessary, to carry out the Objects of the Association. Such Officers, Agents and employees shall have the authority and shall perform the duties as may be assigned by the Board.
- f) Ensure that all necessary books and records of the Association, required by these Bylaws or by any applicable statute or law, are regularly and properly kept.
- g) Manage, sell, lease, dispose of or otherwise deal with the property of the Association.
- h) Have the authority to appoint a Past President to serve in an advisory capacity and to provide continuity to the Board. The Past President shall be a voting member of the Board and shall perform such duties as may be assigned by the Board.

7.3 Removal of a Director

7.3.1 A Director shall be automatically removed from office who:

- a) Resigns by giving notice in writing; OR
 - b) Is absent from more than two (2) meetings of the Board, unless the cause is considered and excused by the Directors present at the subsequent missed meeting.
- 7.3.2 The Board shall have the power by two thirds (2/3) majority of the votes cast by the Directors present to remove any Director from office
- a) Who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board; OR
 - b) Whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; OR
 - c) Who wilfully breaches the Bylaws or Policy and Procedures of the Association.
- 7.3.3 No Director shall be removed without being notified in writing of the charge or complaint against him/her and without having first been given the opportunity to be heard or to submit a statement in writing at the Board meeting called for that purpose. (Article 5.5.4)
- 7.3.4 A Director whose removal has been recommended shall be notified no less than twenty-one (21) days prior to the called meeting and shall be automatically suspended until the resolution is dealt with at said meeting.
- 7.3.5 The resolution as decided by the Board is final subject to Article 5.4.1(b).
- 7.3.6 Any Director removed from the Board shall not be eligible to stand for election or appointment for a period of two (2) years from date of removal.
- 7.4 Officers of the Board**
- 7.4.1 An Officer is a Director of the Board.
- 7.4.2 The Directors shall elect, by majority vote, an Executive Committee of Officers and shall appoint whatever additional Officers of the Association as may be required. The Board may appoint any vacant office as required to complete the term.
- 7.4.3 The Executive Officers of the Association shall consist of President, Secretary and Treasurer.
- 7.4.4 No person shall be elected as President for more than two (2) terms in succession. A term shall be two (2) years.
- 7.4.5 All other persons elected to the Executive shall not serve in the same position as an

Officer for more than three (3) terms in succession. A term shall be two (2) years.

7.4.6 No two (2) or more persons who are legally related shall be elected as Officers at any given time.

7.5 Duties of the Officers

7.5.1 President

The President shall:

- a) Be responsible for the general supervision of the Association.
- b) Chair all meetings of the Association, the Board and the Executive Committee.
- c) Act as the Official Spokesperson for the Association, but may delegate such authority.
- d) Be the principal signing authority on all documents and correspondence, and a designated signing authority on all bank accounts of the Association.
- e) With the Secretary, authenticate the use of the Seal of the Association.
- f) Be an ex-officio member of all committees of the Board.
- g) Carry out other duties pertaining to such office, and other duties as assigned by the Board.
- f) Be a member of the Executive Committee.
- g) Be a designated signing authority on all bank accounts of the Association.
- h) Carry out other duties as may be assigned by the Board

7.5.2 First Vice-President

The First Vice-President shall:

- a) Assist the President in the discharge of his/her duties and preside at all meetings in his/her absence.
- b) Be a member of the Executive Committee.
- c) Be a designated signing authority on all bank accounts of the Association.

- d) Chair a Standing Committee, or represent ad hoc committees at Executive Committee meetings, as appointed.
- e) Carry out other duties as may be assigned by the Board.

7.5.4 Secretary

The Secretary shall:

- a) Attend all meetings of the Association, the Board and the Executive Committee and keep accurate minutes of such meetings.
- b) Be in charge of all correspondence of the Association under the direction of the President and the Board.
- c) Make sure a record of names and addresses of all Members is kept and cause all notices of various meetings to be sent as required.
- d) Ensure that all records of the Association are properly maintained, including Policy and Procedures and the Bylaws.
- e) With the President, authenticate the use of the Seal of the Association.
- f) Be a member of the Executive Committee
- g) Be a designated signing authority on all bank accounts of the Association
- h) Carry out other duties as may be assigned by the Board.

7.5.5. Treasurer

The Treasurer shall:

- a) Ensure that all monies paid to the Association are deposited in a chartered bank, Treasury Branch, Credit Union, or Trust Company covered by insurance as chosen by the Board.
- b) Provide a monthly report of the Association's bank accounts and operational costs and be able to advise the Board at any time of the financial position of the Association.
- c) Ensure that an audited financial statement is prepared by the appointed auditors and presented at the Annual General meeting.

- d) Be a member of the Executive Committee.
- e) Be a designated signing authority on all bank accounts of the Association.
- f) Chair the Finance Committee when deemed a Standing Committee by the Board.
- g) Carry out other duties as may be assigned by the Board.

7.6 Executive Committee

7.6.1 The Officers of the Board shall comprise the Executive Committee of the Board.

7.6.2 The Executive shall be responsible for the day-to-day administration of the affairs of the Association and the requirements of these Bylaws within the constraints set from time to time by the Board and, without restricting the generality of the foregoing, shall:

- a) Hire, supervise, evaluate and release such management staff as may be deemed needed by the Board.
- b) Prepare the annual budget for the following year.
- c) Act as the Nominating Committee unless otherwise directed by the Board.
- d) Appraise the Board of actions taken between Board meetings.
- e) Recommend policy and procedure to the Board.
- f) Assemble the information required to effect an informed decision by the Board on matters pertaining to the operations of the Association.

7.7 Other Committees

7.7.1 The Board may appoint Standing or Ad Hoc Committees to assist the Board in their decisions.

7.7.2 The Membership Committee shall be a Standing Committee and shall be responsible for the implementation of the annual Membership Drive.

7.7.3 The Nominating Committee shall be a Standing Committee and shall be responsible for the preparation of a slate of nominees for the positions of Director to be filled at the Annual General Meeting.

7.7.4 From time to time and as needed, the following Standing Committees shall be appointed:

- a) Planning and Development Committee
- b) Finance Committee

- c) Membership Committee
- d) Fundraising/Community Hall Committee
- e) Environmental Committee
- f) Sports Committee
- g) Activities/Programs Committee
- h) Seniors Committee
- i) Nomination Committee

7.7.5 The Chair of any Committee shall be a Director of the Board.

7.8 Executive Director

7.8.1 The Board may hire an Executive Director to carry out duties assigned by the Executive Committee.

7.8.2 The Executive Director shall report to the President, is responsible to the Board, and shall be an advisor to the Board and to all Committees.

7.8.3 The Executive Director has no vote at any meeting.

7.9 Ancillary Group

7.9.1 From time to time, or as needed to further the Objects of the Association, the Board may authorize the support of an Ancillary Group or Branch Society under the protection of the Association.

7.9.2 A group so sponsored shall have the powers necessary to carry out its purpose, not exceeding the powers of the Association.

7.9.3 All Ancillary Groups or Branch Societies shall have a Director appointed by the Board to function as its liaison.

7.9.4 If the Ancillary Group or Branch Society is deemed, at any time, to be functioning outside its mandate, the Objects of the Association, or the Association Bylaws, the Board, by a two thirds (2/3) majority of votes cast, shall terminate the alliance.

7.10 Affiliated Organization

7.10.1 Upon approval of the Board, the Association may affiliate with any other organization. All positions taken by the Affiliated Organization, which in any manner are designed to represent the Association, shall be presented to the Board for approval or disapproval.

7.10.2 If the Affiliated Organization is perceived by the members of the Board to be representing the Association without its approval, the Board, by a two thirds (2/3) majority of votes cast, shall terminate the affiliation.

ARTICLE 8 FINANCE AND OTHER MANAGEMENT MATTERS

8.1 Registered Office

8.1.1 The office of the Association shall be located at the City of Calgary, in the Province of Alberta.

8.2 Finance and Audit

8.2.1 The fiscal year shall end on August 31st of each and every year.

8.2.2 The Executive Officers designated shall be the signing authorities on the Association bank accounts. Two (2) signatures are required on all cheques and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them, except that any cheque payable to a Director shall not be signed by that Director.

8.2.3 Acceptance and approval of the budget is approval of any expenditures therein.

8.2.4 Notwithstanding 8.2.6 of the Bylaws, large emergency expenditures in excess of budgeted amounts shall be approved by a simple majority of the Board.

8.2.5 The accounts of the Association shall be audited annually by the appointed auditors and a complete financial statement prepared by them for presentation at the Annual General Meeting.

8.2.6 For the purpose of carrying out its Objects, the Association may borrow and secure payment of monies, not in excess of two thousand, five hundred (\$2,500.00) dollars without sanction of a Special Resolution of the membership.

8.3 Seal of the Association

8.3.1 The Seal of the Association, wherever used, shall be authenticated by the President and Secretary.

8.3.2 From time to time, the Board may authorize the ceremonial use of the Seal and may authorize other Officers to use the Seal.

8.4 Minute Book

8.4.1 The Secretary, or other Executive Officer directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the Minutes of all proceedings of all meetings of Members and Directors.

8.4.2 The Minute Book shall contain the following information:

- a) Certificate of Incorporation.
- b) Copy of the Objects of the Association and any Special Resolution altering the Objects.
- c) Copy of the Bylaws of the Association and any Special Resolution altering the Bylaws.
- d) Copies of originals of all documents, registers and resolutions required by law.
- e) Copies of the audited financial statements of the preceding fiscal year.
- f) Copies of all other documents directed to be inserted into the Minute Book by the Board.

8.5 Inspection of the Books

8.5.1 The books and records of the Association may be inspected by any Regular Member at any time at the Registered Office of the Association.

8.5.2 Any Regular Member wishing to inspect the books or records must give reasonable notice and arrange a time satisfactory to the President or Secretary.

8.5.3 All financial records of the Association are open for inspection by the Members.

8.5.4 Other records of the Society are open for inspection except for records that the Board designates as confidential.

8.5.5 Each Member of the Board shall at all times have access to such books and records.

8.6 Indemnity of Directors

8.6.1 Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative holds such office with protection from the Association against all costs or charges whatsoever incurred against him/her as a result of any act made in the execution of his/her office, unless the act is fraud, dishonesty, or bad faith.

- 8.6.2 No Director is liable for acts of any other Director or employee, or is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Association and no Director is liable for any loss due to an oversight, error in judgement or an act in his/her role for the Association, unless the act is fraud, dishonesty or bad faith.

ARTICLE 9 AMENDMENTS

- 9.1 The Bylaws of the Association shall not be rescinded, altered or added to except by "Special Resolution" passed at an Annual General meeting.
- 9.2 Any action resulting in a change to the Societies Act RSA1980, which may conflict with any part of these Bylaws shall have the effect of an amendment without any action on the part of the Association.
- 9.3 Any question of procedure not provided for in these Bylaws or the Societies Act RSA1980, shall be decided upon by the Board of Directors. Any action or policy decision made shall be noted, an appropriate provision established, and forwarded to the membership in note form to be discussed and included in these Bylaws, if passed at the next General meeting of the Association.

ARTICLE 10 RULES OF ORDER

- 10.1 Unless otherwise provided for by resolution or these Bylaws, parliamentary procedures shall be governed by the current edition of Robert's Rules of Order.

ARTICLE 11 DISSOLUTION

- 11.1 In the event of Dissolution of the Association, any assets remaining after paying debts and liabilities shall be: disbursed to an eligible charitable group or purpose; or transferred in trust to the City of Calgary until such time as the assets can be transferred from the municipality to a charitable group or purpose approved by the Board.

Dated this **23th day of May, 2012**, Calgary, Alberta

Brent Mielke
President

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