



# HIGHLAND PARK COMMUNITY ASSOCIATION BYLAWS

Highland Park  
Community Association  
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Calgary, AB  
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Highland Park Community Association Bylaws  
Approved January 2021

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**ARTICLE 1 – INTRODUCTION**

**1.1 Name**

The name of the society is Highland Park Community Association.

**1.2 Definitions**

In these Bylaws, the following words have these meanings:

- a) **Act** or **Societies Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it,
- b) **Ad-Hoc Committee** is a committee of the Board that oversees certain projects, issues or events,
- c) **Annual General Meeting** or **AGM** means the Annual General Meeting as described in Article IV of these Bylaws. The Annual General Meeting and Special General Meeting are the only two (2) types of general Members' meetings of the Association,
- d) **Association** or **HPCA** means Highland Park Community Association,
- e) **Board** means the Board of Directors of the Association,
- f) **Board Meeting** means a meeting with a quorum of Directors at which matters of the Board are decided,
- g) **Bylaws** means the Bylaws of Highland Park Community Association as amended,
- h) **Chair** means the chairperson for any Annual General Meeting or Special General Meeting in accordance with Article 4.3.5, or a Board Meeting or Executive Committee meeting in accordance with Article 5.2.1,
- i) **Director** means any person elected or appointed to the Board and includes the Executive Directors, the Directors-at-Large, and the Past President,
- j) **Executive Director** means a member of the Executive Committee,
- k) **Director-at-Large** means a member of the Board who is not a member of the Executive Committee,
- l) **Executive Committee** means the President, Vice-President, Treasurer and Secretary,
- m) **Member** means a member in good standing of the Association, whose fees are fully paid, where fees are payable.
- n) **Notice** means notice in writing communicated to a Member at the last address recorded in the Register of Members and delivered by hand, post, courier, fax, electronic text message, or e-mail. Notices to all Members, for example notices of Special General Meetings, shall be deemed delivered if printed in the official newsletter of the Association,
- o) **Officers** means members of the Executive Committee and the Past President as defined in Article 5,

- p) **Policy and Procedure Manual** means the document approved by the Board setting forth the policies and procedures relating to the operations of the Association,
- q) **Register of Members** means the register maintained on behalf of the Board, containing the names and addresses of the Members of the Association,
- r) **Special General Meeting** or **SGM** means the special meeting as described in Article 4 of these Bylaws. The Annual General Meeting and Special General Meeting are the only two (2) types of general Members' meetings of the Association,
- s) **Special Resolution** means a resolution with special meaning as defined in the Societies Act, passed at an Annual General Meeting or Special General Meeting by the membership of the Association in accordance with Article 4.3.8,
- t) **Standing Committee** is a committee of the Board that oversees the ongoing operation of their sponsored program,
- u) **Voting Member** means a designated individual or single representative of a group holding a valid Membership who is entitled to vote at meetings of the Association,
- v) **Days** shall mean calendar days, unless otherwise stated.

### 1.3 Interpretation

#### 1.3.1 Headings

Headings are for convenience only and do not affect the interpretation of these Bylaws.

#### 1.3.2 Singular and Plural

Words indicating the singular number also indicate the plural number, and vice versa.

#### 1.3.3 Masculine and Feminine

Words indicating the masculine gender also indicate the feminine gender, and vice versa.

#### 1.3.4 Robert's Rules of Order

Meetings of the Association shall be conducted under Robert's Rules of Order.

### 1.4 The Bylaws

The following articles set forth are the Bylaws of the Association, and all Members must abide by and uphold these Bylaws.

## ARTICLE 2 – BOUNDARIES

### 2.1 Boundaries

The geographic boundaries of Highland Park shall be and generally include that portion of the City of Calgary as outlined on the map shown in [Appendix 1](#) attached.



## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Classification of Membership**

Membership is open to all members of the general public who share the Association's concern for the well-being of the community and have an interest in furthering the objectives of the Association. Within that context, there are four (4) membership classifications:

- a) Full Membership
- b) Associate Membership
- c) Special Individual or Group Membership or Business Membership, and
- d) Honourary Life Membership

#### **3.1.1 Full Membership**

A Full Membership shall be available to all individuals eighteen (18) years of age or older who:

- a) Provide proof of residential address within the boundaries of Highland Park, those boundaries being defined within these bylaws in Appendix 1 – Highland Park Community Boundary Map, and
- b) Pay and/or are covered by the annual fee designated for Full Membership according to the Fee Schedule established annually at the AGM

#### **3.1.2 Associate Membership**

An Associate Membership shall be available to all individuals eighteen (18) years of age or older who:

- a) Reside outside the designated boundaries of Highland Park OR
- b) Are paid staff of the Association AND
- c) Pay the annual fee designated for Associate Membership according to the Fee Schedule established annually at the AGM

#### **3.1.3 Special Individual Membership**

- a) A Special Individual Membership may be authorized by the Board from time to time and as it may deem advisable
- b) An Individual authorized by the Board to have a Special Individual Membership shall pay the annual fee designated for Special Individual Membership according to the Fee Schedule established annually at the AGM

#### **3.1.4 Special Group or Business Membership**

- a) A Special Group or Business Membership may be authorized by the Board, from time to time and as it may deem advisable
- b) A Group or Business authorized by the Board to have a Special Group or Business Membership shall pay the annual fee designated for Special Group or Business Membership according to the Fee Schedule established annually at the AGM

#### **3.1.4 Honourary Life Membership**

Individuals may be granted Honourary Life Memberships who are nominated by Members for outstanding community service. The Board shall vote to ratify the Honourary Life Membership. There is no fee for Honourary Life Membership.

### **3.2 Membership Fees**

#### **3.2.1 Membership Term**

Except for Honourary Life Memberships, each membership is effective from the date of purchase for 12 months, and shall automatically terminate at noon (12:00 PM) on the same date the following year.

**3.2.2 Setting Membership Fees**

Membership fees shall be set by the Board and presented to the Members at an Annual General Meeting or Special General Meeting.

**3.3 Rights and Privileges of Membership**

**3.3.1 Member in Good Standing**

Any Member in good standing is entitled to:

- a) Receive notice of meetings of the Association,
- b) Attend any meetings of the Association,
- c) Speak at any meeting of the Association, and
- d) Exercise other rights and privileges given to Members in these Bylaws.

**3.3.2 Membership and Community Events**

Membership may be required in order to participate in organized sporting and cultural events sanctioned by the Association.

Members may qualify for reduced fees for community events or for renting community facilities. Exceptions to this Bylaw are at the Board's discretion (for example, a Member of Parliament (MP), a Member of Legislative Assembly (MLA) or Aldermanic representative or other special guests).

**3.4 Voting Rights**

**3.4.1 Voting Members**

Voting members, who are eligible to vote at an Annual General Meeting or Special General Meeting of the Association, are:

- a) Full Members who are eighteen (18) years of age or over, or
- b) Honourary Life Members, or
- c) Persons who have been granted Special Individual Memberships, or one designated representative of a group or business which has been granted a Special Group or Business Membership

**3.4.2 Number of Votes**

A Voting Member, present in person, is entitled to one (1) vote at an Annual General Meeting or Special General Meeting of the Association.

**3.5 Termination of Membership**

**3.5.1 Resignation**

Any Member may resign from the Association by sending or delivering written notice to the Secretary or President.

**3.5.2 Removal from Register**

Once the notice is received the Member's name shall be removed from the Register of Members.

**3.5.3 Deemed Withdrawal**

Any Membership, except Honourary Life Membership, is deemed to have been withdrawn if membership fees have not been received within two (2) months after the expiration of their membership term.

**3.6 Transfer of Membership**

Membership applies to the named individual, group or business for whom the membership was granted. No right or privilege of a Membership is transferable to another individual, group, or business.

**3.7 Suspension or Expulsion of a Member**

The Board may give the Member the opportunity to withdraw their membership or resign their position instead of being suspended or expelled.

**3.7.1 Decision to Suspend or Expel**

The Board may, upon receiving a formal substantiated complaint, vote to suspend or expel a Member for one (1) or more of the following reasons:

- a) If the Member has failed to abide by the Bylaws of the Association, and / or
- b) If the Member has done or failed to do anything judged to be harmful to the Association.

**3.7.2 Opportunity to Appear Before the Board**

A Member being considered for suspension or expulsion from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable Board Meeting to address the matter. That Member may be accompanied by one (1) other person if the Member attends that Board Meeting.

**3.7.3 Duration of Suspension or Expulsion**

Except to the extent otherwise provided in the preceding portion of this Article 3.7, the Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board may exclude the Member from its final discussion of the matter, including the vote on the matter.

**3.7.4 Decision of the Board to Suspend or Expel**

The vote to suspend or expel a Member shall be by secret ballot at a duly convened Board Meeting and shall be passed by a two-thirds (2/3) majority of the Directors present at the meeting, but in any case, such decision must have the support of at least five (5) Directors. The suspension or expulsion becomes effective immediately upon the vote being passed.

**3.7.5 Notice of Decision to Suspend or Expel**

The Member shall be informed in writing of the decision of the Board, including the reason(s) for suspension or expulsion, within seven (7) calendar days of the meeting. This notice shall be sent by single registered mail, or delivered by two (2) Directors, to the Member's last recorded address in the Register of Members.

**3.7.6 Appeal of Decision to Suspend or Expel**

The Member may appeal the decision in writing to the Secretary or President of the Association within thirty (30) days of receipt of the written notice. This appeal allows the Member to request that their case be voted upon at the next Annual General Meeting or Special General Meeting. To uphold the decision requires a simple majority of the Voting Members casting a vote by secret ballot. While awaiting appeal of the decision, the Member will not have rights in the Association.

**3.7.7 Rights When Suspended or Expelled**

Once suspended or expelled, the Member:

- a) Shall not have any voting rights in the Association,
- b) Shall not have the right of access to facilities and programs of the Association as determined by the Board, and
- c) Shall not receive a refund of fees.

**3.8 Reinstatement of a Member**

**3.8.1 Application for Reinstatement**

The Member who has been suspended or expelled may apply for reinstatement of the right to membership. This application shall be in writing to the Board.

**3.8.2 Decision of the Board Regarding Reinstatement**

The vote to reinstate a Member shall be by secret ballot at a duly convened Board Meeting and shall be passed by a two-thirds (2/3) majority of the Directors present at the meeting, but in any case, such decision must have the support of at least five (5) Directors. The reinstatement becomes effective immediately upon the vote being passed.

**3.8.3 Notice of Decision Regarding Reinstatement**

The Member shall be informed in writing of the decision of the Board, including the reason(s) for denial of reinstatement, within seven (7) calendar days of the meeting. This notice shall be sent by single registered mail, or delivered by two (2) Directors, to the Member's last recorded address in the Register of Members.

**3.8.4 Appeal of Decision to Deny Reinstatement**

The Member may make one (1) appeal of the decision of a denial of reinstatement, in writing, to the Secretary or President of the Association within thirty (30) days of receipt of the written notice of the Board's decision. This appeal allows the Member to request that their case be voted upon at the next Annual General Meeting or Special General Meeting. To uphold the decision requires a simple majority of the Voting Members casting a vote by secret ballot. While awaiting appeal of the decision, the Member will not have rights in the Association.

**ARTICLE 4 – ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

**4.1 The Annual General Meeting**

**4.1.1 Time and Place of Annual General Meeting**

The Association shall hold its Annual General Meeting within ninety (90) calendar days of the fiscal year end in Calgary, Alberta. The Board shall set the place, day and time of the meeting. The Board may postpone the Annual General Meeting, such postponement not to exceed one hundred and eighty (180) calendar days from its fiscal year end.

**4.1.2 Notice of Annual General Meeting**

The Board shall ensure that each Member is given notice of the Annual General Meeting in writing at least twenty-one (21) calendar days before the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting. Notice may be in the form of a letter, included in the official Association newsletter, e-mail notification, electronic-text message, or fax.

**4.1.3 Agenda for the Annual General Meeting**

The agenda for the Annual General Meeting shall include:

- a) Adopting the agenda,
- b) Adopting the minutes from the previous Annual General Meeting,
- c) Considering the President's Report,
- d) A review of the previous year's audited financial statement,
- e) Election of the Board for the next term, and
- f) Other matters as set out in the notice for the Annual General Meeting.

## **4.2 Special General Meetings**

### **4.2.1 Calling of a Special General Meeting**

A Special General Meeting may be called at any time:

- a) By a resolution of the Board to that effect, or
- b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting, or
- c) On the written request of at least one-third (1/3) of Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

### **4.2.2 Notice of Special General Meeting**

Within seven (7) calendar days of receipt of the written request for the Special General Meeting, the Secretary will mail or deliver a notice to each Member. This notice shall be sent at least twenty-one (21) calendar days before the Special General Meeting. This notice will state the place, date, time and purpose of the Special General Meeting. Notice may be in the form of a letter, included in the official Association newsletter, e-mail notification, electronic-text message, or fax.

### **4.2.3 Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting shall be considered.

## **4.3 Proceedings at the Annual General Meeting or a Special General Meeting**

### **4.3.1 Attendance**

All Members of the Association may attend an Annual General Meeting or Special General Meeting. With a motion, and a majority vote of all Voting Members present, persons who are not Members may be asked to leave.

### **4.3.2 Quorum**

A quorum for the transaction of business at any Annual General Meeting shall consist of ten (10) voting Members (including members of the Board).

A quorum for the transaction of business at any Special General Meeting called for by written request shall consist of one sixth (1/6) of the Voting Members of the Association. However the Board shall not be required to proceed with that meeting, in whole or in part, if less than two-thirds (2/3) of those Voting Members who signed that request are present at the meeting.

### **4.3.3 Failure to Reach Quorum**

If a quorum is not present within one half (1/2) hour after the set time of the scheduled meeting, the meeting will be deferred to be rescheduled within sixty (60) days. Notice of the rescheduled meeting will be provided to Members. This notice shall be sent twenty-one (21) days before the Annual General Meeting or Special General Meeting. If a quorum is not present at the rescheduled time, the meeting will proceed with the Members in attendance.

### **4.3.4 Failure to Give Notice of Meeting**

All actions taken at an Annual General Meeting or Special General Meeting are valid even in the event of:

- a) Accidental omission to give notice to any Member, or
- b) Any error in any notice that does not affect the meaning.

**4.3.5 Presiding Officer**

When present, the President chairs every Annual General Meeting or Special General Meeting of the Association. The Vice-President chairs the meeting in the absence of the President. If neither are present within one-half (1/2) hour after the set time for the Annual General Meeting or Special General Meeting, the Members present shall appoint a Chair.

**4.3.6 Adjournment**

The Chair may adjourn any Annual General Meeting or Special General Meeting with the consent of the Members present at the meeting. The reconvened Annual General Meeting or Special General Meeting conducts only the unfinished business from the initial meeting.

**4.3.7 Voting**

Each Voting Member present has one (1) vote. A simple majority of the votes cast by Voting Members shall decide all votes. A secret ballot shall be used for suspension or expulsions, terminations, contested elections and any other resolutions as the Members decide. The Chair votes only in the case of a tie vote. A Voting Member may not vote by proxy.

**4.3.8 Special Resolution**

Special Resolutions as required by these Bylaws or by the Societies Act of Alberta shall:

- a) Be decided by a vote of Members at a duly convened Annual General Meeting or Special General Meeting,
- b) Have notice of not less than 21 days given to Members specifying the intention to propose the resolution at the meeting, and
- c) Be passed by a vote of seventy-five percent (75%) of the Voting Members present.

These Bylaws recognize alternative means to pass a Special Resolution with less than 21 days notice, as specified in the Societies Act.

**4.3.9 Eligibility to Vote**

Membership has to have been purchased thirty (30) days prior to the Annual General Meeting or any Special General Meeting for a Member to be eligible to vote.

**ARTICLE 5 - THE GOVERNANCE OF THE ASSOCIATION**

**5.1 Board of Directors**

**5.1.1 Governance and Management of the Association**

The Board governs and manages the affairs of the Association in accordance with these Bylaws. The Board may hire such employees or agents as it deems necessary to carry out management functions and other duties under the direction and supervision of the Board.

**5.1.2 Responsibilities**

Every Director in exercising their powers and duties shall:

- a) Act honestly and in good faith with a view to the best interests of the Association, and
- b) Exercise the care, diligence, and skill that a reasonable, careful person would exercise in similar circumstances.

**5.1.3 Powers and Duties of the Board**

The powers and duties of the Board include but are not limited to:

- a) Promoting the objectives of the Association,
- b) Promoting membership in the Association,
- c) Hiring and dismissing employees to operate the Association,
- d) Regulating employees' duties and setting their salaries and wages,
- e) Maintaining and protecting the Association's assets and property,
- f) Approving an annual budget for the Association,
- g) Paying all expenses for operating and managing the Association,
- h) Paying persons for services and protecting Members from debts of the Association,
- i) Investing any extra monies,
- j) Financing the operations of the Association and raising or obtaining monies subject to any lease or license agreements,
- k) Making policies and strategic plans for managing and operating the Association,
- l) Approving all contracts for the Association,
- m) Maintaining all accounts and financial records of the Association,
- n) Appointing legal counsel as necessary,
- o) Making policies, rules and regulations for establishing and operating the Association and the use of its facilities and assets,
- p) Acquiring, selling and disposing of all non-fixed property or assets of the Association, and
- q) The ability to delegate power and duties to the Executive Committee, ad hoc committees, individual Directors, or the paid employee(s) of the Association.

**5.1.4 Composition of the Board**

The total number of Directors shall not be less than five (5) and not more than fifteen (15). The total number of Full Members on the Board shall be at least one (1) more than the total number of other Members on the Board. The Executive Committee and the Past President are Officers and are included in these numbers. All Directors must be Voting Members.

**5.1.5 Composition of the Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee and the Past President are the Officers.

The Executive Committee is responsible for the governance and management of the Association and its operations at the direction of the Board.

**5.1.6 Election of Directors and Officers**

The President, Vice-President, Secretary and Treasurer shall be elected at the Annual General Meeting. Other Directors shall be elected at the Annual General Meeting as Directors-at-Large. Directors-at-Large, when declaring their nomination, may indicate their preferred portfolio on the Board for consideration as per clause 5.3.1. The Past President is elected by acclamation.

**5.1.7 Vacancies**

A position as Director shall be considered vacant if that Director resigns by notice in writing given to the Board, or if that Director is absent, without reasonable explanation, from three (3) successive regular Board Meetings. The Board has the power to fill any vacancy by appointment, by a vote of two-thirds (2/3) majority, and such appointees shall hold office until the next Annual General Meeting. All Directors must be Voting Members.

**5.1.8 Term of Office**

Directors and Officers are elected for a term of one (1) year as determined by the date of the next Annual General Meeting. The terms of the elected Directors and Officers commence at the conclusion of the Annual

General Meeting. The maximum length of term for an Officer in any one (1) position shall be three (3) successive one (1) year terms. The Board in a three quarters (3/4) majority decision has the ability to extend the term of any Director for another year.

**5.1.9 Nominations**

Any Voting Member may be nominated or appointed to a position on the Board. Nominations may come from the Board and may also be received from the floor at the Annual General Meeting.

**5.2 Duties of Officers of the Association**

Duties of the Officers of the Association are as follows:

**5.2.1 The President:**

- a) Supervises the affairs of the Board,
- b) Chairs all Board Meetings and Executive Committee meetings,
- c) Acts as spokesperson for the Association,
- d) Has the automatic right of membership on all committees,
- e) Carries out other duties assigned by the Board, and
- f) Has signing authority for financial instruments.

**5.2.2 The Vice-President:**

- a) Presides as Chair at meetings in the President's absence,
- b) Assumes the role of the President when asked to do so by the President or the Board,
- c) Carries out other duties assigned by the Board, and
- d) Has signing authority for financial instruments.

**5.2.3 The Secretary:**

- a) Attends the Annual General Meeting and all Special General Meeting of the Association, plus all Board Meetings,
- b) Gives notice of all meetings of the Association,
- c) Keeps accurate minutes of these meetings and all resolutions,
- d) Is responsible for ensuring the proper retention of the Association's official records,
- e) Keeps the seal of the Association,
- f) Files the annual return, changes in the Directors of the Association, amendments to the Bylaws, and other incorporating documents with the appropriate organizations and authorities,
- g) Ensures the Register of Members is maintained,
- h) Has signing authority for financial instruments, and
- i) Carries out any other duties assigned by the Board.

**5.2.4 The Treasurer:**

- a) Has signing authority for financial instruments,
- b) Ensures that an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting,
- c) Prepares an annual budget for the Board to review and approve,
- d) Ensures that an account of revenues and expenditures are maintained and presented to the Board as requested,
- e) Is responsible for ensuring the following are performed on behalf of the Association:
  - i. Ensures that all monies paid to the Association are deposited in a chartered bank, credit union, treasury branch or trust company chosen by the Board, and that such deposits are covered by the Canadian Deposit Insurance Corporation or similar insurance,
  - ii. Pays all expenses for operating and managing the Association,



- iii. Ensures that receipts and expenses are managed appropriately, and
- f) Carries out other duties assigned by the Board.

**5.2.5 The Past President:**

- a) Provides continuity and advice to the Board and Executive Committee, and
- b) Carries out other duties as assigned by the Board.

**5.3 Workings of the Board of Directors**

**5.3.1 Organization of the Board**

When elected, Directors (other than those forming the Executive Committee) have no specified positions, but may declare their preference to a given role at the time of their election. In consultation with the elected Directors, it is the responsibility of the Executive Committee to organize the Board into working roles.

**5.3.2 Board Meetings**

The Board of Directors shall hold meetings as required, but at least six (6) times per calendar year. Board Meetings may be called:

- a) As regular meetings as scheduled by the Board,
- b) At the request of the President, or
- c) At the request of a minimum of three (3) Directors.

**5.3.3 Members at Board Meetings**

All Members may attend Board Meetings unless a particular meeting or portion thereof, is to be closed to non-Directors.

**5.3.4 Notice of Board Meetings**

A minimum of two (2) days notice in writing or by telephone, e-mail, electronic text message or fax must be given to each Director for Board Meetings.

**5.3.5 Quorum at Board Meetings**

The quorum for a Board Meeting shall consist of one-third (1/3) of the Directors of which a minimum of two (2) of the Executive Committee shall be represented.

**5.3.6 Failure to Reach Quorum**

If there is no quorum present, the meeting may proceed, but voting on formal motions and resolutions may not occur. The Chair shall call an alternate meeting with at least two (2) days notice to vote on formal motions and resolutions. If a quorum is not present at the rescheduled time, the meeting will proceed with the Directors in attendance.

**5.3.7 Voting at Board Meetings**

Unless noted otherwise in these bylaws:

- a) Where Voting Members are present at a Board Meeting, voting shall be limited to only the Directors,
- b) Motions shall be decided by a simple majority of Directors casting a vote,
- c) The Chair may also vote on any motion put before the Board, however, if there is a tie vote, the Chair will cast a second deciding vote,
- d) Voting shall be by show of hands, except that, at the request of any Director present, voting shall be by secret ballot, and
- e) Board Members do not have the right to announce they have abstained from voting. Any abstentions if permitted have no effect on the calculation of the votes (such a vote is recorded as blank).

### **5.3.8 Resolutions**

Directors may agree to and sign a resolution. Resolutions will be passed with a majority of the board in favour. This resolution is as valid as one passed at any Board Meeting. It is not necessary to give notice or to call a Board Meeting. The date on the resolution is the date it is passed.

### **5.3.9 E-mail Voting**

Voting by e-mail may be used to vote on Board resolutions under special conditions as follows:

- a) The need exists to vote on an issue that cannot wait for a regular Board Meeting,
- b) E-mail voting can only be used for regular, minor orders of business, specifically excluding:
  - i. Any motion that involves a major expense or liability to the Association, with the specific maximum dollar amount value set by the Board annually, that has not been discussed at a prior Board meeting,
  - ii. Any proposed substantial permanent change in Association policies or procedures,
  - iii. Overturning previous resolutions,
  - iv. Motions of suspension or expulsion of a Member or termination of a Director,
  - v. Where voting by the membership at large is required,
- c) The meeting and voting follows the standard process with respect to notice, quorum and failure to meet quorum, voting and the recording of minutes,
- d) The President shall chair the coordinating of all e-mail communication,
- e) The notice of a special Board Meeting (e-mail voting) outlining the motion, all relevant background information and a request for votes shall be sent to all Directors,
- f) A minimum period of three (3) days and a maximum period of seven (7) days shall be allowed for Directors for discussion and to cast their votes,
- g) The voting on the motion may be extended for further discussion at the request of three (3) or more Directors,
- h) Voting is by return e-mail except for those Members without e-mail access who may cast their vote in hand-delivered written form, or by fax, or verbally directly to the President, and
- i) Minutes of the motion and results of the vote will be recorded, and presented at the next Board Meeting with any specific e-mail documentation included.

### **5.3.10 Telecommunication or electronic meetings**

Telecommunication or electronic meetings may be held provided that the Executive Committee has determined such a meeting is necessary.

### **5.3.11 Board Committees**

The Board may appoint any advisory, standing committees, or special committees to provide research and to make recommendations to the Board. All committees shall include at least one (1) Director who will act as Chair of the committee. All committees shall provide written reports to Board Meetings, or at other times at the request of the Executive Committee or the Board.

### **5.3.12 Irregularities, Errors or Omissions**

Irregularities, errors or omissions done in good faith do not invalidate acts taken at any Board Meeting or Executive Committee Meeting.

## **5.4 Removal of a Director or an Officer**

### **5.4.1 Automatic Removal of a Director or an Officer**

The office of a Director or an Officer shall be automatically vacated:

- a) If the Director or the Officer resigns by giving written notice to the Secretary or President,
- b) If the Director or the Officer becomes legally incompetent,

- c) If the Director or the Officer ceases to be a Voting Member of the Association, although if for non-payment of fees, a grace period for payment of fees shall be considered by the Board,
- d) If the Director or the Officer has died, or
- e) If the Director or the Officer misses three (3) consecutive meetings without acceptable reason.

#### **5.4.2 Removal from Office**

The Board may remove a Director or an Officer from office by a two-thirds (2/3) majority vote, which is not less than four (4), of the remaining Directors and Officers by secret ballot for one (1) or more of the following reasons:

- a) If the Director or the Officer has failed to abide by the Bylaws,
- b) If the Director or the Officer commits a breach of confidentiality of the proceedings of the Association, or
- c) If the Director or the Officer misses three (3) consecutive meetings without acceptable reason.

#### **5.4.3 Notice of Removal**

The Board shall inform the Director or the Officer by written notice of the reasons for removal and shall ask for the Director's resignation within seven (7) days. From receipt of this notice, the Director or the Officer shall have no rights or privileges of a Director or an Officer except being granted the rights of an appeal process.

#### **5.4.4 Application for Appeal**

If the Director or the Officer does not resign, the Director or the Officer may apply for an appeal within thirty (30) days of receipt of notice of removal. The request for appeal shall be made in writing to the Secretary or President. If the Director or the Officer does not appeal in the prescribed time, the Director's or the Officer's resignation will be assumed.

#### **5.4.5 Appeal Process**

A mediator(s) assigned by the City of Calgary shall hear the case of the Director's or the Officer's removal. The Director or the Officer may appear on his or her own behalf or with a representative, before the mediator(s). The mediator(s) shall make a recommendation to the Board. The Board shall vote on the removal of the Director or the Officer following a review of the recommendation of the mediator(s). A vote by secret ballot of two-thirds (2/3) majority of the remaining Directors and Officers is required to confirm the removal of the Director or the Officer. This decision is final. The Director or the Officer shall be notified in writing within seven (7) days of the decision.

### **ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS**

#### **6.1 The Registered Office**

The registered office of the Association is located in Calgary, Alberta.

#### **6.2 Finance and Auditing**

##### **6.2.1 Fiscal Year**

The fiscal year of the Association is April 1<sup>st</sup> to, and including March 31<sup>st</sup> of the following calendar year.

##### **6.2.2 Financial Audit**

The books, accounts and records of the Association shall be audited at least once each year as required by the obligations under the Societies Act of Alberta. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

**6.3 Seal of the Association**

**6.3.1 Adoption of a Seal**

The Board has adopted a seal for the Association to be applied to official documents and contracts of the Association.

**6.3.2 Control of the Seal**

The Secretary has control and custody of the seal, unless the Board decides otherwise.

**6.3.3 Use of the Seal**

The seal can only be used as authorized by the Board. Unless specified otherwise by the Board, the President and Treasurer shall authenticate the seal.

**6.4 Cheques and Contracts of the Association**

**6.4.1 Signing Authority**

The President, Treasurer, Vice-President and two (2) Directors, and other persons duly authorized to do so by the Board (as determined by the Board) shall have signing authority on all bank accounts holding the monies of the Association.

**6.4.2 Signing of Cheques**

Two (2) signatures, of those with signing authority are required on all cheques. Where a cheque exceeding one hundred dollars (\$100) is addressed to a person with signing authority, it shall be signed by two (2) authorized signers other than the addressee.

**6.4.3 Signing of Contracts**

All contracts and commitments of the Association must be approved by the President and the Treasurer, unless other persons are authorized to do so by resolution of the Board.

**6.4.4 Expenditures on Behalf of the Association**

A motion must be passed by a majority of Directors to approve all expenditures in excess of fifteen hundred dollars (\$1,500) on behalf of the Association. In the event emergency repairs to the Community Centre are required that exceed the cost of fifteen hundred dollars (\$1,500), then the President and the Treasurer have the authority to approve that emergency expenditure. Should either or both the President and the Treasurer be unable to provide the authorization, then the other two members of the Executive have the authority to act in their stead and approve that emergency expenditure. Any emergency expenditure approved by two members of the Executive must be presented at the next meeting of the Board of Directors, with the information about the amount and reason for the emergency expenditure entered into the Meeting Minutes.

**6.5 Keeping and Inspecting the Books and Records of the Association**

**6.5.1 Keeping of Minutes**

The Secretary keeps a copy of the minute books and records minutes of all meetings of the Board and the Executive Committee.

**6.5.2 Retention of Records**

The Secretary keeps and files all necessary books, minutes of meeting and records of the Association (except financial records), and the Treasurer keeps all financial records of the Association as required by the Bylaws, the Societies Act, or any other statute or law. Original records shall be kept at the registered office of the Association.

**6.5.3 Inspection of Records by Members**

All books and records of the Association are open for inspection by the Voting Members of the Association, except for books and records that the Board designates as confidential. A Voting Member wishing to inspect the books or records of the Association must give notice of seven (7) days to the President, Vice President, Secretary or Treasurer of their intention to do so. Unless otherwise permitted by the Board, such inspection will take place only at the registered office, or other regular business premises operated by the Association, at a mutually agreed upon time.

**6.5.4 Access of Records by Directors**

All Directors of the current Board shall have access to all books and records of the Association.

**6.6 Financial Powers**

For the purposes of carrying out its objects, the Association may secure the finances in such manner as it deems fit and in accordance with the conditions and limitations specified in the Association's lease with The City of Calgary.

**6.6.1 Funding of the Association**

The Board decides the amount and means to raise financial support, including giving or granting security. The Association may issue debentures (and negotiable instruments) in accordance with the Societies Act only by resolution of the Board, confirmed by a Special Resolution.

Borrowing to an aggregate total not exceeding ten thousand dollars (\$10,000) may be exercised by a resolution of the Board. Any borrowing in excess of this amount shall be exercised only under the authority of a two-thirds (2/3) majority of Voting Members casting a vote at Annual General Meeting or Special General Meeting.

**6.7 Payments**

**6.7.1 Payment for Service to the Association**

Members will not receive remuneration for their services to the Association unless they hold a paid position authorized by the Board. In accordance with section 3.1.2, anyone who holds such a paid position may only hold a non-voting Associate Membership. Directors or Officers may not hold any paid position.

**6.7.2 Expenses**

Reasonable personal expenses incurred while carrying out duties of the Association may be reimbursed only with prior approval of the Board.

**6.8 Protection and Indemnity of Directors and Officers**

The Association shall indemnify a Director, a former Director, a person acting as the Director's representative, or their heirs against all costs, charges and expenses, in respect of any civil, criminal or administrative proceeding to which the Director is made a party by reason of being a Director if:

- a) The Director acted honestly and in good faith with a view to the best interests of the Association, and
- b) In the case of legal action that is enforced by a monetary penalty, the Director had reasonable grounds for believing that their conduct was lawful.

**6.9 Conflict of Interest**

**6.9.1 Definition**

A conflict of interest occurs when a Director or someone with a close relationship to the Director may benefit directly or indirectly as a result of a decision or pending decision.

**6.9.2 Disclosure of Potential Conflict of Interest**

A Director shall disclose fully the nature and extent of any potential or present conflict of interest to the Board.

**6.9.3 Withdrawal of Involvement**

A Director who has a potential conflict of interest or, especially, an interest in a tender or contract to be submitted to the Association, shall immediately withdraw from any voting position or use personal influence on the matter, and shall not be counted in the quorum for these decisions taken on the interest. The minute book shall clearly reflect that these requirements have been met.

Note: The Director need not miss the entire Board Meeting as there will likely be other issues on the agenda, but shall leave the Board Meeting during discussions on the issue that involves a conflict of interest. The minutes shall note when the Director left and when the Director returned to the Board Meeting.

**ARTICLE 7- STANDING AND AD-HOC COMMITTEES**

**7.1 Standing Committees**

- a) Standing Committees of the Association shall be established by a Board resolution to oversee the operation of their sponsored program and perform such duties as may from time to time be determined,
- b) Standing Committees shall report to the Board at each of their regular meetings,
- c) Standing Committees shall serve until discharged or until their successors shall be appointed,
- d) No member of a Standing Community shall receive remuneration for duties performed on behalf of the Association,
- e) A member of a Standing Committee may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board,
- f) The costs of all Standing Committees shall be clearly identified in the annual budget of the Association,
- g) The Board is responsible for specifying terms of reference for any Standing Committee and may amend them subsequently,
- h) Members of a Standing Committee are individuals who hold a current membership in the Community Association and who are directly involved in the activities promoted, sponsored and/or managed by the Standing Committee,
- i) One member of the Standing Committee shall be elected to the Board of Directors at the Annual General Meeting in the position of Director-at-Large.

**7.2 AD HOC Committees**

- a) The Board may appoint Ad-Hoc Committees from time to time as may be required.
- b) The Board may appoint a chair of any Ad-Hoc Committee to serve for the duration of that committee's deliberations and submission of its report.
- c) No member of an Ad-Hoc committee shall receive remuneration for duties performed on behalf of the Association.

- d) A member of an Ad-Hoc committee may be reimbursed for reasonable expenses incurred while performing such duties with the approval of Board.
- e) The President may be ex-officio member of all Ad-Hoc committees but shall not vote.
- f) Where an Ad-Hoc Committee has neglected to failed to act, the Board may disband the Ad-Hoc Committee.
- g) Ad-Hoc Committees shall provide a report to the Board as requested by the Board.

## **ARTICLE 8 - AMENDING THE BYLAWS**

### **8.1 Meeting to Amend the Bylaws**

The Bylaws may be changed, altered, or added to by a Special Resolution at any Annual General Meeting or Special General Meeting.

### **8.2 Notice to Amend the Bylaws**

Notice of the resolution for amendment of the Bylaws shall be given at the preceding Board Meeting, Annual General Meeting, or Special General Meeting, as the case may be. Notice of the resolution for amendment of the Bylaws shall then also be included in the notice for the Annual General Meeting or Special General Meeting at which it will be voted upon. The notice of resolution for amendment must include details or satisfactory access to details of any proposed resolution to change the Bylaws.

### **8.3 Passing the Resolution for Amendment**

At least three-quarters (3/4) of the Voting Members present at the meeting must approve the change(s) to the Bylaws in order to pass the resolution for amendment.

### **8.4 When Amendments Take Effect**

The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting, and only after the approval of the Corporate Registry of Alberta.

## **ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

### **9.1 No Distribution to Membership**

The Association does not pay any dividends or distribute its property among its Members.

### **9.2 Dissolution of the Association**

Dissolution of the Association requires the passing of a Special Resolution at a duly convened Annual General Meeting or Special General Meeting. Notice of the meeting shall contain details of the Special Resolution to dissolve the Association.

### **9.3 Distributing Property Upon Dissolution**

In the event of the dissolution of the Association and after payment of liabilities, all assets not considered to be the property of the City of Calgary shall be distributed to one (1) or more recognized charitable organizations in Calgary as the Members so determine by passing of a Special Resolution.

