

By-laws

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1 Introduction

1.1 Name

The name of the Society is the Eau Claire Community Association of Calgary, which may also be referred to as ECCA or the Association.

1.2 Headings

Headings are for convenience only and do not affect the interpretation of these By-laws.

1.3 The By-laws

The following articles set forth are the By-laws of the Association, and all members must abide by and uphold these By-laws. The By-laws may be rescinded, altered or amended by a resolution of the voting members.

1.4 Definitions

- a) “Board” means the board of directors of the Society.
- b) “Chair” means the chairman of the board of directors of the Society.
- c) “Director(s)” means the directors of the Society from time to time, either appointed or elected.
- d) “Executive” means the Chair, Vice Chair, Secretary, Treasurer.
- e) “Residential Member” means a Residential Member of this Society accepted as a Member under the By-laws and Articles of the Society.
- f) “Individual Member” means Individual Member of this Society accepted as a Member under the By-laws and Articles of the Society.
- g) “Associate Member” means an Associate Member of the Society accepted as a Member under the By-laws and Articles of the Society.
- h) “Honorary Member” means an Honorary Member of the Society accepted as a Member under the By-laws and Articles of the Society.
- i) “Corporate Member” means a Corporate Member of the Society accepted as a Member under the By-laws and Articles of the Society.
- j) Annual Membership Fee for a Residential Membership, Individual, Associate or Corporate Membership as the case may be shall mean the annual fee specified by the Board, from time to time, as the fee required to be paid to become a Residential, Individual, Associate or Corporate Member.
- k) “Appropriate Notice” shall mean that notice may consist of publication in local newspapers, the Associations’ newsletter and/or website, posters, distribution via email as practicable or other electronic means.
- l) “Meetings of the Members” means any meeting of the Members convened as called pursuant to the By-laws.
- m) “Register of Members” means the register of Members maintained by the Society under this By-Law and the Act, as amended from time to time.
- n) “By-laws” means the By-laws of the Society, as amended and supplemented from time to time.
- o) “Annual General Meeting” means the meeting convened pursuant to Paragraph 6.1.
- p) “Special General Meeting” means the meeting convened pursuant to Paragraph 6.2.
- q) “Resident” means a person normally occupying residential premises located within the

Community Area.

- r) “Ordinary Resolution” means a resolution of the Members presented at an Annual General Meeting of the Members.
- s) “Special Resolution” means a resolution of the Members presented at a Special or Annual General Meeting of the Members.
- t) “Act” means the Societies Act of Alberta, and regulations issued pursuant thereto, as amended from time to time.

2 Article III – Boundaries

The boundaries of the Eau Claire Community Association shall be within the City of Calgary as follows:

- a) North Boundary – the south shore of the Bow River
- b) East Boundary – the centre of 2nd (Second) Street SW
- c) West Boundary – the centre of 9th (Ninth) Street SW
- d) South Boundary – the centre of 4th (Fourth) Ave SW

3 Article IV – Membership

3.1 Categories of Memberships

There are five categories of Memberships:

- a) Residential
- b) Individual
- c) Corporate
- d) Associate Individual
- e) Honorary

3.1.1 Residential Membership

A Residential Membership shall include persons who:

- a) are residents within the boundaries of the association
- b) live in the same household
- c) have attained the age of eighteen (18)
- d) pay the annual membership fee designated for Residential Membership.

3.1.2 Individual Membership

To become an Individual member, such person must:

- a) be a resident within the boundaries of the association
- b) have attained the age of eighteen (18) years
- c) pay the annual membership fee designated for Individual members.

3.1.3 Corporate Membership

One (1) individual, representing one (1) firm may hold a Corporate Membership. Such a person must:

- a) be 18 years of age or older
- b) pay the annual membership fee designated for Corporate Membership

- c) be employed by a firm located in, and which actively conducts business within the boundaries of the association.

3.1.4 Associate Individual Membership

To become an Associate Individual Member, such person must:

- a) be 18 years of age or older
- b) pay the membership fee designated for Associate Individual Members.

3.1.5 Honorary Membership

An individual, who has given continuous or extraordinary service to the Eau Claire Community Association, may have an honorary lifetime membership conferred upon him/her by the Board of Directors. Such a membership is not transferable.

3.2 Membership Fees

3.2.1 Membership Year

The membership year is January 1 to December 31.

3.2.2 Setting Membership Fees

The Board of Directors shall determine on a regular basis, the amount of the annual membership fees. Different rates of annual fees may be fixed for different categories of Members. Annual Membership Fees shall be pro-rated for new membership applications during the year.

3.2.3 Payment date for fees

The annual membership fee is due and payable within:

- a) 30 days of invoicing
- b) the date of expiry of a current membership or
- c) being accepted as a new member.

4 Article V - Voting Rights

4.1 Voting Members

Members who are eligible to vote at general meetings of the association are:

- a) Residential Members
- b) Individual Members
- c) Corporate Members

Residential, Individual and Corporate Members must have purchased their membership at least thirty (30) days prior to voting at any general meeting of the Association.

4.2 Number of Votes

A voting member, present in person, is entitled to one vote at a General Meeting of the Association.

5 Article VI – Resignation, Suspension and Expulsion of Members

5.1 Resignation of Member

Any member may resign from the Eau Claire Community Association by providing “appropriate notice” to a member of the executive. No refunds for membership fees will be given for the remainder of the year's membership fees. The Members name shall immediately be removed from the Association's membership list.

5.1.1 Deemed Withdrawal

Any member who does not renew their membership prior to the new membership year shall not be entitled to any membership rights or privileges.

5.2 Suspension of Member

The Executive is empowered to suspend a member until the next regular scheduled meeting of the Board of Directors. The Board may suspend a Member for not more than six months for one or more of the following reasons:

- a) disrupting meetings or functions of the association
- b) if the conduct of the Member is injurious to the character, interest or good order of the association
- c) failure to abide by bylaws, rules and regulations of the association.

5.2.1 Notice of Suspension to Member

- a) The vote by the Executive to suspend the Member shall be by secret ballot and passed by a simple majority
- b) The Executive shall inform the Member by written notice of the reason for suspension. A registered letter to the last address on the Association's membership list shall be sent within seven (7) days of the vote
- c) The member may appeal the decision to the Board within seven (7) days of receipt of written notice
- d) The Member shall not receive a refund of fees during a period of suspension nor have any voting rights in the Association during the period of suspension.

5.3 Expulsion of Member

The Board of Directors is empowered to expel a member for one or more of the following reasons:

- a) the disruption of meetings or functions of the association
- b) the conduct of the Member is injurious to the character, interest or good order of the association
- c) the failure to abide by bylaws, rules and regulations of the association.

5.3.1 Notice of expulsion to Member

- a) The vote by the Board to suspend the Member shall be by secret ballot and passed by a two thirds (2/3) majority
- b) The Executive shall inform the Member by written notice of the reason for expulsion. A registered letter to the last address on the Association's membership list shall be sent within seven (7) days of the vote
- c) Once expelled, the Member shall have no rights or privileges of a Member nor be entitled to a

refund of membership fees.

6 Article VII - Meetings of the Association

6.1 *The Annual General Meeting*

6.1.1 *The Annual General Meeting*

- a) The Association shall hold its Annual General Meeting no later than September 30 of each calendar year in Calgary, Alberta. The Board of Directors shall set the place, day and time of the meeting
- b) The Board of Directors shall make reasonable efforts so that each Member receives notice of the Annual General Meeting (AGM)
- c) A quorum of members is required.

6.1.2 *Notice of an Annual General Meeting*

Notice for an Annual General Meeting shall include:

- a) the Agenda for the meeting
- b) the location, date and time of the Annual General Meeting
- c) appropriate notice will be provided at least 21 days before the date of the AGM.

6.1.3 *Ordinary Resolutions*

An Ordinary Resolution is a resolution of the Members made at an Annual General Meeting. It may be passed by a simple majority of Members voting in person at a duly constituted Annual General Meeting of the Members.

6.2 *The Special General Meeting*

6.2.1 *A Special General Meeting*

A special General Meeting may be called at any time:

- a) by resolution of the Board of Directors to that effect
- b) on the written request of five (5) Directors to the Executive. The request must state the reason for the Special General Meeting and/or the motion(s) intended to be submitted at such Special General Meeting; or
- c) on the written request of at least twenty-five (25) of the Voting Members to the Executive. The request must state the reason for the Special General Meeting and/or the motion(s) intended to be submitted at such Special General Meeting
- d) A quorum of members is required.

6.2.2 *Notice for Special General Meeting*

Notice for a Special General meeting shall include:

- a) only the matter(s) set out in the notice for the Special General Meeting shall be considered
- b) the location, date and time of the Special General Meeting
- c) appropriate notice will be provided at least 21 days before the date of the Special General Meeting.

6.2.3 Special Resolutions

A Special Resolution is a motion proposed for consideration at an Annual or Special General Meeting of the Members. At a duly constituted Special or General Meeting, the special resolution may be passed by a vote of not less than three fourths (75%) of those Members eligible to vote.

If less than 21 days notice has been given, a quorum exists and all the persons entitled to attend and vote at the meeting so agree, the special resolution may be passed by a vote of not less than three fourths (75%) of those Members eligible to vote.

6.3 Meetings of the Board

- a) The Board shall hold not less than six (6) meetings each year
- b) The President calls the meetings. The President also calls a Special Board Meeting if any two (2) Directors make a request with appropriate notice and state the purpose of the meeting
- c) Seven (7) days notice for Board meetings must be given to each Director. Board members may waive notice
- d) A majority of Directors at any Board meeting shall constitute a quorum. If the attending directors consent, a director may participate and be deemed present at a Board meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear and/or see each other
- e) If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following month. Five (5) Directors present at this later meeting shall constitute a quorum and the meeting shall proceed with or without a quorum
- f) Each Director has one vote on each resolution presented at a duly constituted Board Meeting, except the Chair, who only votes in the case of a tie.

7 Article VIII - Proceedings at an Annual General Meeting or a Special General Meeting

7.1 Quorum

A quorum shall consist of 25 voting members.

7.2 Failure to Reach a Quorum – Annual General Meeting

If a quorum is not present within one-half (1/2) hour after the set time of the scheduled meeting, the meeting will be adjourned and reconvened 30 minutes later with the members present constituting a quorum.

7.3 Failure to Reach a Quorum – Special General Meeting

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 in twenty-one days. If a quorum is not present at the rescheduled time, the meeting will proceed with the Members in attendance constituting a quorum.

7.4 Meeting Procedures

Robert's Rules of Order shall be the final authority in the governing procedures at the meetings of the Association so long as they are not inconsistent with the provisions of the Societies Act or these

By-laws.

7.5 *Presiding Officer*

An independent chair is to be appointed by resolution of the Board of Directors, to chair any General Meeting of the Association.

If the appointed chair is not present within one-half (1/2) hour after the set time for the General Meeting, the Members present shall appoint a Chair.

7.6 *Adjournment*

The chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

7.7 *Voting*

- a) A show of hands decides every vote at every General Meeting
- b) A secret ballot shall be used for suspensions, terminations, contested elections and any other resolutions as the Members decide
- c) The Chair, if eligible to vote, votes only in the case of a tie vote
- d) A Voting Member may not vote by proxy
- e) A simple majority of the Voting Members decides each issue and resolution, unless otherwise stated in these By-laws
- f) The chair declares a resolution as carried or lost. This statement is final and does not have to include the number of votes for and against the resolution in the Minutes.

7.8 *Failure to Give Notice of Meeting*

Any action taken at a General Meeting cannot be deemed to be invalid due to:

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

8 Article IX - The Government of the Association

8.1 *Governance and Management of the Association*

The Board of Directors governs and manages the affairs of the Association. 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.

8.2 *Responsibilities*

Every Director in exercising his/her 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.

8.3 Powers and Duties of the Board of Directors

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

- a) promoting the objectives of the Association
- b) promoting membership in the Association
- c) making policies, rules and regulations for operating the Association
- d) provide notice of ability to attend all meetings
- e) making policies for managing and operating the Association
- f) appoint advisory, standing and/or special committees to make recommendations on specific matters to the Board e.g. festivals, development plans, etc.
- g) approving an annual budget for the Association
- h) maintaining all accounts and financial records of the Association
- i) paying all expenses for operating and managing the Association
- j) may appoint a member to fill a board vacancy for the remainder of the term
- k) investing any extra monies
- l) maintaining and protecting the Association's assets and/or property
- m) approving all contracts for the Association
- n) appointing legal counsel as necessary
- o) without limiting the general responsibility of the Board, delegating its powers and duties to employees of the Association.
- p) hiring and dismissing employees to operate the Association
- q) regulating employees' duties and setting their salaries/wages
- r) paying persons for services and protecting members from debts of the Association
- s) financing the operations of the Association and borrowing or raising monies subject to any lease/license agreements.

8.4 Composition of the Board

- a) Directors shall be voting members in good standing
- b) The Board shall consist of elected members to a minimum of three (3) and a maximum of fifteen (15) Directors
- c) The Board shall have no more than two (2) directors who hold Corporate membership
- d) Every effort should be made to have representation from as many condominiums within the Association's area as possible within the defined limits of the number of Directors.

8.5 Election of a Director

All Directors and officers shall be elected at the Annual General Meeting for two (2) year term. The Board may appoint interim directors and officers to hold positions until the next General Meeting.

8.5.1 Nominations for Director

A slate of candidates may be presented, but nominations for Director(s) and officer(s) will also be accepted from the floor at the Annual General Meeting.

8.5.2 Resignation of a Director

The office of a Director or officer shall be automatically vacated:

- a) if a s/he resigns their office by delivering a written resignation to the Secretary of the Board

(effective upon receipt by the Secretary)

- b) if s/he ceases to be a voting member of the Association
- c) if s/he fails to attend three (3) consecutive meetings of the Board unless such failure is excused by the Board.

8.5.3 Reasons for Removal of a Director

The Board of Directors may remove from office a Director or officer for one or more of the following reasons:

- a) if their conduct is injurious to the character, interests or good order of the Association
- b) if they commit a breach of confidentiality of proceedings, the By-laws, Polices or Rules and Regulations
- c) if s/he has disrupted meetings or functions of the Association.

8.5.4 Process for Removal of a Director

The removal of a Director or officer requires that;

- a) The vote by the Board to remove the Director or officer shall be by secret ballot and passed by a three fourths (3/4) majority
- b) The Executive shall inform the Director or officer by written notice of the reason for the removal
- c) A registered letter to the last address on the Association's membership list shall be sent to the director or officer within seven (7) days of the vote
- d) Once expelled, the Director or officer shall have no rights or privileges of a Director.

8.5.5 Running for Public Office

Any Director or officer who publicly declares intention to run for election or accept an appointment for any political office (municipal, provincial or federal) shall be placed on leave of absence from all positions as a Director or officer or committee member of Eau Claire Community Association until the election process is complete. Any question as to whether a Director or officer has publicly declared such an intention shall be determined by the Board. If successful, that Director or officer shall thereby be removed from any position with the Association. If unsuccessful, that Director or officer may, with Board approval, resume any position with the Association.

8.6 Executive of the Association

The Executive of the Association is the Chair, Vice Chair, Secretary, and Treasurer.

8.6.1 Duties of the Chair:

- a) shall preside at all meetings of the association and its Board
- b) shall be an ex-officio member of all committees
- c) is the main spokesperson for the society
- d) files the annual return, records changes in the directors of the organization, amendments in the By-laws and other incorporating documents with Corporate Registry.

8.6.2 Duties of the Vice Chair

- a) becomes President if the President vacates the position before the end of term
- b) chairs association meetings in absence of the president

- c) acts as a liaison between communities
- d) ensures an inventory of all association assets are updated as required.

8.6.3 Duties of the Secretary:

- a) prepares all agendas for executive and general meetings
- b) prepares and keeps the minutes of all meetings of the association
- c) prepares and sends notices of meetings of the association and governing bodies of the association
- d) keeps and preserves the correspondence contracts and other important records of the society
- e) keeps the seal of the association.

8.6.4 Duties of the Treasurer:

- a) ensures that all monies paid to the association are deposited in a chartered bank, chosen by the Board
- b) ensures a detailed account of revenues and expenditures is presented to the Board as requested
- c) ensures an audited statement of the financial position of the association is prepared and presented to the Annual General Meeting, pursuant to the Societies Act
- d) supervises spending monies, including signing cheques
- e) responsible for all bank accounts and responsible for ensuring that all monies are deposited to the proper accounts.
- f) ensures the financial books are available for the membership within fourteen days if requested
- g) prepares the annual budget, as deemed necessary by the Board.

9 Article X - Finance and other Management Matters

9.1 The Registered Office

The registered office of the Association is located in Calgary, Alberta as determined by resolution of the Board.

9.2 Finance and Auditing

- a) The fiscal year of the association ends on May 31 of each calendar year
- b) The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant as appointed by the Board or by two (2) qualified members of the Association appointed for that purpose
- c) A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

9.3 Seal of the Association

The Secretary has control and custody of the Seal, unless the Board decides otherwise. The Seal of the Association can only be used by an officer authorized by the Board. The Board must pass a motion to name the authorized officer.

9.4 Cheques and Contracts of the Association

- a) The Treasurer and other Directors appointed by the board have signing responsibility for all cheques drawn on Association bank accounts. Two signatures are required on all cheques
- b) No two members who are related may have cheque signing authority at the same time

- c) All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

9.5 *Keeping and Inspection of the Books and Records of the Association*

- a) The Secretary keeps a copy of the Minutes and records minutes of all meetings of the Board and the Executive
- b) The Board keeps and files all necessary books and records of the Association as required by the By-laws, the Societies Act, or any other statute or law
- c) All financial records of the Association are open for inspection by the Voting Members
- d) Other records of the Association are also open for inspection, except for records that the Board designates as confidential
- e) A voting Member wishing to inspect the books or records of the Association must give fourteen (14) days written notice to the President or the Secretary of the Association of his/her intention to do so.

9.6 *Borrowing Powers*

The Association may borrow or raise funds to meet its objects and operations but such is subject to all conditions of signed leases. The Board decides the amounts and ways to raise money, including giving or granting security.

9.7 *Payments*

- a) Members, Directors or Officers of the Association will not receive any payment for being a Member, Director or Officer
- b) Reasonable personal expenses incurred while carrying out duties of the Association may be reimbursed only with prior approval of the Board
- c) The Association may host, once a year, the directors at an informal social event.

10 Article XI - Protection and Indemnity of Directors

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

- a) she/he 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, she/he had reasonable grounds for believing that her/his conduct was lawful.

11 Article XII - Conflict of Interest

- a) A conflict of interest occurs when a Director or someone with a close relationship to the Director may benefit indirectly or directly as a result of a pending decision
- b) A Director of the Association shall disclose fully the nature and extent of any potential or present conflict of interest
- c) A Director of the Association who has an interest in a tender or contract to be submitted to the Association shall immediately resign him/herself from any voting position or discussion of the said matter
- d) No Director shall be a director on any other Community Association board or executive.

12 Article XIII - Amending the By-laws

- a) The By-laws of the Association may be changed, altered, or added to by a Special Resolution at any Special or Annual General Meeting of the Association
- b) The notice for the amendment must include details of any proposed resolution to change the By-laws
- c) At least three quarter (75%) of the voting members present at the meeting must approve the change(s)
- d) The amended By-laws take effect after approval of the Special Resolution at a duly constituted Meeting, and only after the approval of the Corporate Registry of Alberta.

13 Article XIV - Distributing Assets and Dissolving the Association

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

In the event of the dissolution of the Eau Claire Community Association and after payment of liabilities, all assets not considered to be the property of the City of Calgary, shall be distributed to one or more recognized charitable organizations in Calgary as the Board by special resolution so determined.

14 Paramountcy

If there is any conflict between these bylaws and the Societies Act, the Act shall be paramount.