

BYLAWS OF THE WEST HILLHURST COMMUNITY ASSOCIATION

1: NAME

The name of the society is West Hillhurst Community Association.

2: OBJECTIVES

The objectives of the society are:

- 2.1 To promote the betterment of the West Hillhurst Community.
- 2.2 To provide a platform for discussion of issues effecting the community.
- 2.3 To promote recreation in this the community for people of all ages.
- 2.4 To encourage amateur sports and exercise.
- 2.5 For the purposes of the aforesaid, to acquire and operate facilities, manage equipment and staff.

3: BOUNDARIES

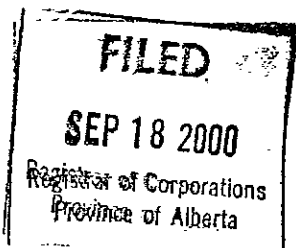
The operations of the society are to be principally carried on in the area bordered on the west by 28th Street NW, on the north by 8th Avenue NW to the projection of Sumac Road to 8th Avenue to 9th Avenue on the east by 18th Street NW and south by the Bow River.

4: MEMBERSHIP

Membership in the society shall be granted in one of the following classes, with rights and privileges as hereinafter set forth:

4.1 **General Member:** a general member shall be an individual or a family

- 4.1.1 residing, at the date of application for membership, within the boundaries of West Hillhurst, or
- 4.1.2 a member in good standing of the West Hillhurst Go-Getters, whose membership in the West Hillhurst Go-Getters predates September 15, 1999, or
- 4.1.3 a member in good standing of the West Hillhurst Go-Getters, residing within the boundaries of West Hillhurst at the date of application for membership, or
- 4.1.4 those affiliates who, at the date of application, qualify to become general members pursuant to 4.2.4 hereof.
- 4.1.5 The society by resolution passed at the Annual General Meeting as hereinafter defined, may confer general membership in the society upon any individual, upon such terms and conditions as may be specified in the said resolution.



- 4.1.6 General members shall annually be issued a membership card (or cards, if a family) which card or cards shall bear a registration number. Such registration General membership shall entitle the individual, or family to:
- 4.1.6.1 the right to notice of meetings of the general membership of the society, as hereinafter set forth;
 - 4.1.6.2 the right to vote on motions made at such meetings;
 - 4.1.6.3 the right, upon payment of such user or other fee as may be applicable, to use and enjoyment of the facilities of the society, subject to regulations governing use, and
 - 4.1.6.4 Subject to 13.4 hereof, the right to hold an elected position on the Board of Directors of the society.
 - 4.1.6.5 For the purposes of 4.1.6.2, voting rights for a family shall be limited to the two adults named on the membership.
- 4.2 **Affiliate member:** an affiliate member shall be an individual, a family, or a member in good standing of the West Hillhurst Go-Getters residing, at the date of application for membership, outside of the boundaries of West Hillhurst.
- 4.2.1 Affiliate members shall be issued a membership card upon payment of applicable fees;
 - 4.2.2 Affiliate members shall have the right, upon payment of user or other fees as may be applicable, to use and enjoyment of the facilities of the society, subject to regulations governing use.
 - 4.2.3 Affiliate members shall have no right to notice of meetings of the general members of the society; nor shall they have any right to vote upon motions presented at such meetings; or to hold elected positions on the Board of Directors of the society.
 - 4.2.4 The Board, upon application in writing, submitted by an affiliate member who has maintained three consecutive years of affiliate membership, may confer general membership upon such applicant.
- 4.3 **Racquet Center Member:** a racquet center member shall be an individual who, upon payment of the fee prescribed, shall be entitled to use and enjoyment of the racquet center facilities of the society.
- 4.3.1 Racquet center members shall have no right to notice of meetings of the general membership; nor shall they be entitled to vote at such meetings; or contest elected positions within the society.
- 4.4 **Life-Time Member:** a life-time member shall be an individual who has been granted a membership for life by the passing of a resolution at an annual general meeting, in recognition of the individual's contribution to the society and the community at large. There is no annual membership fee for a life-time member.

4.5 Expulsion:

- 4.5.1 When the action of a member is believed to be placing the name and/or reputation of the association in jeopardy, or causing disharmony within the Association as to be inimical to the best interests of the Association, the said action shall first be investigated by a committee of three (3) people selected by the Board, who will issue notice to the member.
 - 4.5.2 If the situation is not resolved, it shall be taken to the Board requesting suspension or expulsion by a vote of two thirds (2/3) of the Directors present.
 - 4.5.3 No member shall be expelled or suspended without being notified of the charge and without first being given an opportunity to be heard by the Board at a meeting called for that purpose.
- 4.6 A member may withdraw at any time upon written notice to the association and may request a refund, subject to review by the Board of Directors.
 - 4.7 The membership period shall be July 1 to June 30 in each category aforesaid.
 - 4.8 Fees for membership shall be those established by the Board of Directors of the society.

5: ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- 5.1 An Annual General Meeting shall, upon 30 days notice, be held in the month of September of each year for the election of directors, the receiving of reports from the Board of Directors, and such other matters as may be properly brought before the meeting.
- 5.2 A Special General Meeting may be called by the Board of Directors by giving twenty-one days notice in writing to all members, and the Board shall call such a meeting on petition of ten percent of the paid-up members.
- 5.3 The President or, in the absence of the President, the Vice-President, shall chair all general meetings.
- 5.4 All business transacted at a meeting of general members shall be placed before the meeting by motion, upon which those general members in attendance may vote. All voting shall be by a show of hands or by ballot, as the chairperson may decide, and not by proxy or otherwise.
- 5.5 Unless specified otherwise by the terms hereof, all motions shall be passed by simple majority of those voting (50% plus one).
- 5.6 Quorum at the Annual General Meeting or Special General Meeting shall be 20 members entitled to vote at such meetings.

6: BOARD OF DIRECTORS

- 6.1 The Board governs and manages the affairs of the West Hillhurst Community Association (WHCA). The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board

6.2 The Board has the powers of the West Hillhurst Community Association, except as stated in the Societies Act. The powers and duties of the Board include:

- 6.2.1 Promoting the objectives of the WHCA;
- 6.2.2 promoting membership in the WHCA;
- 6.2.3 hiring employees to operate the WHCA;
- 6.2.4 Regulating employees' duties and setting their salaries;
- 6.2.5 Maintaining and protecting the WHCA's assets and property;
- 6.2.6 Approving an annual budget for the WHCA;
- 6.2.7 Paying all expenses for operating and managing the WHCA;
- 6.2.8 Paying persons for services and protecting persons from debts of the WHCA;
- 6.2.9 Investing any extra funds;
- 6.2.10 Financing the operations of the WHCA, and borrowing or raising funds;
- 6.2.11 Making policies for managing and operating the WHCA;
- 6.2.12 Approving all contracts for the WHCA;
- 6.2.13 Maintaining all accounts and financial records of the WHCA;
- 6.2.14 Appointing legal counsel as necessary;
- 6.2.15 Making policies, rules and regulations for operating the WHCA and using its facilities and assets;
- 6.2.16 Selling, disposing of, or mortgaging any or all of the property of the WHCA;
- 6.2.17 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid Executive Director of the WHCA

6.3 The Board of Directors of the society shall be elected at the Annual General Meeting as follows:

- 6.3.1 The Board shall be comprised of a President, Vice President, Secretary, Treasurer, Past President (the table officers) and ~~four~~ six directors, all of whom shall hold general membership in the society at the time of election.
- 6.3.2 The President, Secretary and three directors shall be elected on odd numbered years, and each shall hold office for two year term; The Vice President, Treasurer and three directors shall be elected on even numbered years and each shall hold office for a two-year term.

6.4 The following shall apply for the office of President:

- 6.4.1 Candidates for position of President shall have had prior membership on the Board of Directors of the society.
- 6.4.2 The same individual shall not be nominated for, elected to, or assume the position of President for more than two consecutive terms.

- 6.5 The following shall apply for the office of Past President:
- 6.5.1 The ex-officio position of Past President shall be assumed by the individual vacating the position of President, immediately following a full term in office as President (as defined in 6.3.2), for a term not to exceed two years.
 - 6.5.2 Candidates for the position of Past President, who have assumed the position of President by means other than those outlined in 6.3.2, may assume the position of Past President only after the passing of a general resolution (50%) at an AGM; for a term ending at the next AGM.
 - 6.5.3 If, at the time of the AGM, the office of Past President is not filled pursuant to 6.5.1 or 6.5.2 hereof, then a director shall be elected at the AGM; for a term not to exceed one year.
- 6.6 The Board may appoint a general member to fill a vacant Board position. The individual so appointed shall hold such position until the next Annual General Meeting.
- 6.7 The Board, by resolution of three-fourths of the Board members voting, may remove a member of the Board for cause at any time, and may declare such position vacant.
- 6.8 The Board of Directors shall meet at least once a month. On the request, in writing, of any three members of the Board, a special meeting of the board shall be convened, at which meeting only business specified in the request shall be considered.
- 6.9 Any two-thirds (rounded down to the nearest whole number) of the active members of the Board, which number shall include two of the table officers, shall constitute a quorum of the Board.
- 6.10 The Board of Directors shall, at all times, maintain an active membership of at least eight (8) persons.
- 6.11 Subject to the Bylaws and to any resolution passed at an Annual General Meeting, the Board shall conduct all business of the society.
- 6.12 The Board may delegate duties, and may establish standing or ad-hoc committees as required.

7: PRESIDENT

- 7.1 The President shall chair all meetings of the society and of the Board.
- 7.2 The President shall be a member of all committees.
- 7.3 The President shall represent the society in all negotiations with the City and other groups.
- 7.4 The President shall report on the activities of the society to the Annual General Meeting.

8: VICE PRESIDENT

- 8.1 The Vice President, in the absence of the President shall chair all meetings of the society and of the Board, and shall assume the functions of the President at such times.
- 8.2 The Vice President shall chair all ad-hoc committees of the Board, and shall report the activities of such committees to the Board.

9: SECRETARY

The Secretary shall assume final responsibility for:

- 9.1 Keeping accurate minutes of all general meetings of the society and of the Board.
- 9.2 Receiving or sending all social correspondence of the society.
- 9.3 Maintaining custody of all records and of the Official Seal of the society.

10: TREASURER

The Treasurer shall assume final responsibility for:

- 10.1 Depositing all monies of the society into a specified chartered bank.
- 10.2 Keeping accurate records and books of account.
- 10.3 Assembling a budget for presentation to the Annual General Meeting.
- 10.4 Preparation of an annual financial statement for presentation to the Annual General Meeting, and shall provide financial Statements to each meeting of the Board as required by the Board.
- 10.5 Preparing and remitting all returns required under The Societies Act of the Province of Alberta.

11: SEAL

The official seal of the society shall be used to authenticate documents of the society only on resolution of the Board or of the Annual General Meeting and all documents so sealed shall be signed by the Secretary together with the President or the Treasurer at the time the seal is affixed.

12: FINANCIAL

- 12.1 All payments shall be made by cheque signed by any two of the President, Vice President, Secretary, and Treasurer.
- 12.2 The Board shall have authority to invest surplus monies of the society in any security authorized by law for investment.

- 12.3 A chartered accountant shall review the books of the society once a year and shall prepare a statement of the financial standing of the society for the Annual General Meeting each year.
- 12.4 The society shall borrow only under the terms of resolution approved by the vote of three-fourths of those general members in attendance at duly constituted general meeting of the society.

13: GENERAL

- 13.1 These bylaws may be canceled, altered or added to by a Special Resolution, as defined in 1(d) of the Societies Act, at any Annual General or Special General Meeting of the WHCA.
 - 13.1.1 Notice of the Annual General or Special General Meeting must include the proposed resolution to change the bylaws.
 - 13.1.2 The amended bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and acceptance by the Corporate Registry of Alberta.
- 13.2 The records of the society may be inspected by any general member at any general meeting, or upon reasonable notice, at a time satisfactory to the Officer responsible for the custody of such records.
- 13.3 Unless authorized by resolution at any General Meeting, no officers of the society shall receive any remuneration for service to the society.
- 13.4 No person may hold an elected position on the Board of Directors of the society if, such person at the time of assuming office, shall be related by blood or marriage to an employee of the society.
- 13.5 Employees of the society shall not be nominated for, elected to or assume a position on the Board of Directors of the society.
- 13.6 Notice as required anywhere in these Bylaws shall be effected by publication in the Community Newsletter.
- 13.7 Proceedings at all meetings of the society shall be conducted under Roberts Rules of Order.