

CRI200482 0030

I hereby certify that the following special resolution was passed at a meeting of the members of

West Hillhurst Community Association (Access # 500014865)

on February 27, 2012.

The existing Objectives are repealed and replaced by the Objective below:

- o *To administer and maintain a multi-use facility for the community of West Hillhurst in Calgary, Alberta*

Date: FEB 28, 2012

Signature: 

Printed Name: Mike Keohane

Title: President

RECEIVED
MAR - 2 2012
Corporate Registry

FILED 211
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Registrar of Corporations
Province of Alberta

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CRI200482 0028

I hereby certify that the following special resolution was passed at a meeting of the members of

West Hillhurst Community Association (Access # 500014865)

on February 27, 2012.

The by-laws were changed by adding the following article:

Article 8.2.5 - Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed or disposed of to charities registered under the Income Tax Act (Canada).

Date: FEB 28, 2012

Signature: 

Printed Name: Mike Keohane

Title: President



CRI 101066 0057

I hereby certify that the following special resolution was passed at a meeting of the members of

West Hillhurst Community Association (Access # 500014865)

on May 17, 2011.



The by-laws were changed as follows:

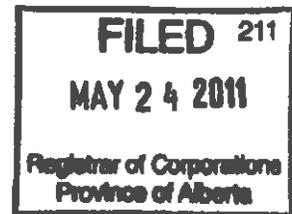
the existing by-laws are repealed and are replaced by the attached by-laws.

Date: MAY 18/2011

Signature: 

Printed Name: Mike Keohane

Title: President



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West Hillhurst Community Association Bylaws

1 ARTICLE 1 PREAMBLE

- 1.1. The name of the society is the West Hillhurst Community Association hereinafter referred to as "the Association". The Association is incorporated under the Societies Act of Alberta.
- 1.2. The boundaries of the Association, are the geographical area comprising the municipality described and known as West Hillhurst: being 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 on the south by the Bow River.

2 ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1. Definitions

In these Bylaws, unless otherwise provided, the following terms shall have the following meanings:

- 2.1.1. "Act" means the Societies Act, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated there under that is in effect from time to time.
- 2.1.2. "Annual General Meeting" means the annual meeting of Members described in Article 4.1
- 2.1.3. "Affiliate Member" means membership that encompasses an individual or a family residing, at the date of application for membership, outside of the boundaries of West Hillhurst as described in Article 1.2.
- 2.1.4. "Board" means the board of directors of the Association.
- 2.1.5. "Bylaws" means this document, as amended from time to time.
- 2.1.6. "Community" means the development municipally known as West Hillhurst in Calgary, Alberta.
- 2.1.7. "Director" means a Member elected or appointed to the Board.
- 2.1.8. "Facility" means the building that comprises the community centre of the Association and the associated recreational facilities.
- 2.1.9. "Family" means up to two registered adults and any number of children under the age of 18 living in the same residence.
- 2.1.10. "Life-Time Member" means any resident of the Community to whom the Board has granted a Membership described in Article 3.4 because of that resident's long and dedicated service or outstanding contribution to the Association, the Community or the Community at Large.
- 2.1.11. "Member" means a General Member, an Affiliate Member, a Racquet Center Member, or a Life-Time Member, whose annual membership dues, if any, are paid and whose membership is not under suspension.
- 2.1.12. "Special General Meeting" means a special meeting of the Members described in Article 4.2
- 2.1.13. "Special Resolution" means a resolution passed by not less than 75% of the votes cast by those voting Members as are present at a Special or Annual General Meeting of which notice has been duly given, specifying the intention to propose a resolution substantially in the form of that presented at the meeting.

3 ARTICLE 3 MEMBERSHIP

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

- 3.1. **General Member:** a general member shall be an individual or a Family who has paid their annual West Hillhurst Community Association dues and is
 - 3.1.1. residing, at the date of application for membership, within the boundaries of West Hillhurst as described in Article 1.2, or
 - 3.1.2. a member in good standing of the West Hillhurst Go-Getters, whose membership in the West Hillhurst Go-Getters predates September 15, 1999, or
 - 3.1.3. 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
 - 3.1.4. those affiliates who, at the date of application, qualify to become general members pursuant to Article 3.2.4 hereof.
 - 3.1.5. The Association, by resolution passed at the Annual General Meeting as hereinafter defined, may confer general membership in the Association upon any individual upon such terms and conditions as may be specified in the said resolution,
 - 3.1.6. General Membership shall entitle the individual, or Family to:
 - 3.1.6.1. the right to notice of meetings of the general membership of the Association, as hereinafter set forth;
 - 3.1.6.2. the right to vote on motions made at such meetings;
 - 3.1.6.3. the right, upon payment of such user or other fee as may be applicable, to use and enjoyment of the facilities of the Association, subject to regulations governing use, and
 - 3.1.6.4. Subject to Article 6 hereof, the right to hold an elected position on the Board of Directors of the Association.
 - 3.1.6.5. For the purposes of 3.1.6.2, voting rights for a Family shall be limited to the two adults named on the membership.
- 3.2. **Affiliate Member:** an Affiliate Member shall be an individual or a Family who has paid their annual West Hillhurst Community Association dues and is
 - 3.2.1. residing, at the date of application for membership, outside the boundaries of West Hillhurst as described in Article 1.2;
 - 3.2.2. Affiliate Membership shall entitle the individual, or Family to:
 - 3.2.2.1. the right, upon payment of user or other fees as may be applicable, to use and enjoyment of the facilities of the Association, subject to regulations governing use.
 - 3.2.2.2. Affiliate Members shall have no right to notice of meetings of the general Members of the Association; 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 Association.
 - 3.2.3. The Board, upon application in writing submitted by an affiliate or general member who has maintained three consecutive years of membership, may confer general membership upon such applicant. This will be governed by the following rules.
 - 3.2.3.1. If a general Member moves out of the boundaries of West Hillhurst, outlined in 1.2, he/she may apply for general membership through above application to the Board.
 - 3.2.3.2. If such an application is approved, the Member may maintain general Member status according to Article 3.1.

3.2.3.3. If general membership is not maintained, the member must revert to Affiliate Membership.

- 3.3. **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 Association.
- 3.3.1. 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 Association.
- 3.4. **Life-Time Member:** a Life-Time Member shall be an individual who has been granted a general membership for life by the passing of a resolution at an Annual General Meeting, in recognition of the individual's contribution to the Association and the community at large. There is no annual general membership fee for a Life-Time Member.
- 3.5. **Expulsion:**
- 3.5.1. 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 contrary 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.
- 3.5.2. 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.
- 3.5.3. 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.
- 3.6. 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.
- 3.7. The membership period shall be one year from the date of purchase of said membership.
- 3.8. Fees for membership shall be those established by the Board of Directors of the Association.

4 ARTICLE 4 MEETINGS

- 4.1. An Annual General Meeting shall, upon at least twenty-one days notice, be held within 6 months of the fiscal year end at the discretion of the Board of Directors each year for the election of Directors, the receiving of reports from the Board of Directors, presentation of the auditor's report for the prior fiscal year, selection of the auditor for the Association for the current fiscal year, and such other matters as may be properly brought before the meeting.
- 4.2. A Special General Meeting may be called by the Board of Directors by giving at least twenty-one days notice to all members, and the Board shall call such a meeting on petition of ten percent of the paid-up members.
- 4.3. The President or, in the absence of the President, the Vice-President, shall chair all general meetings,
- 4.4. 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.
- 4.5. Unless specified otherwise by the terms hereof, all motions shall be passed by simple majority of those voting (50% plus one).
- 4.6. Quorum at the Annual General Meeting or Special General Meeting shall be 20 members entitled to vote at such meetings. If quorum is not met within one hour after the set time for

the meeting, the Board of Directors assumes the ability to reschedule and will serve notice of the new meeting date to members. If quorum is not present at the re-scheduled time, the meeting will proceed with the Members in attendance.

- 4.7. Each member shall be given notice of a general meeting at least 21 days in advance of the meeting date. The notice shall include the date, time and place of the general meeting and shall be in the form of a letter, email, newsletter article and/or facsimile.

5 ARTICLE 5 GOVERNANCE

5.1. The Board governs and manages the affairs of the West Hillhurst Community Association (WHCA). The Board may hire an executive director or other designated person to carry out management functions under the direction of the Board

5.2. 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:

- 5.2.1. Promoting the objectives of the WHCA;
- 5.2.2. promoting membership in the WHCA;
- 5.2.3. hiring employees to operate the WHCA;
- 5.2.4. Regulating employees' duties and setting their salaries;
- 5.2.5. Maintaining and protecting the WHCA's assets and property;
- 5.2.6. Approving an annual budget for the WHCA;
- 5.2.7. Paying all expenses for operating and managing the WHCA;
- 5.2.8. Paying persons for services and protecting persons from debts of the WHCA;
- 5.2.9. Investing any extra funds;
- 5.2.10. Financing the operations of the WHCA, and borrowing or raising funds;
- 5.2.11. Making policies for managing and operating the WHCA;
- 5.2.12. Approving all contracts for the WHCA;
- 5.2.13. Maintaining all accounts and financial records of the WHCA;
- 5.2.14. Appointing legal counsel as necessary;
- 5.2.15. Making policies, rules and regulations for operating the WHCA and using its facilities and assets;
- 5.2.16. Selling, disposing of, or mortgaging any or all of the property of the WHCA;
- 5.2.17. Without limiting the general responsibility of the Board, delegating its powers and duties to the executive committee or the paid executive director or manager of the WHCA

6 ARTICLE 6 ELECTION OF DIRECTORS

6.1. The Board of Directors of the Association shall be elected at the Annual General Meeting as follows:

- 6.1.1. The Board shall be comprised of a President, Vice President, Secretary, Treasurer, Past President (the table officers or executive committee) and no more than 10 Directors, all of whom shall hold general membership in the Association at the time of election.
- 6.1.2. The President, Secretary and up to five directors plus any vacancies, shall be elected on alternative years, and each shall hold office for a two year term; The Vice President, Treasurer and up to five Directors plus any vacancies shall be elected on succeeding alternative years and each shall also hold office for a two-year term.
- 6.1.3. If positions are vacant at an Annual General Meeting but not slated for election in that

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specific year, the positions may be opened for election and filled for a one year term at the discretion of the Board.

- 6.2. The following shall apply for the office of President:
- 6.2.1. Candidates for position of President shall have had prior membership on the Board of Directors of the Association.
 - 6.2.2. The same individual shall not be nominated for, elected to, or assume the position of President for more than two consecutive terms.
- 6.3. The following shall apply for the office of Past President:
- 6.3.1. 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.
 - 6.3.2. 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.
 - 6.3.3. 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.
- 6.4. 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.
- 6.5. The Board of Directors shall meet at least 8 times annually. 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.
- 6.6. Any 50% (rounded down to the nearest whole number) of the active members of the Board, which number shall include two of the table officers, constitute a quorum of the Board.
- 6.7. Voting by E-mail may be used to vote on Board resolutions under special conditions as follows:
- 6.7.1. The need exists to vote on an issue that cannot wait for a regular Board meeting.
 - 6.7.2. E-mail voting can only be used for regular orders of business, specifically excluding:
 - 6.7.2.1. any substantial permanent change in Association policy or procedures
 - 6.7.2.2. overturning previous resolutions,
 - 6.7.2.3. motions of expulsion of a Member or removal of a director
 - 6.7.2.4. or where voting by the membership at large is required.
 - 6.7.3. The meeting and voting follows the standard process with respect to notice, quorum, failure to meet quorum, voting and the recording of minutes.
 - 6.7.4. The President shall chair the coordinating of all e-mail communication.
 - 6.7.5. The notice of special Board meeting (e-mail voting) outlining the motion, all relevant background information and a request for votes shall be sent to all directors.
 - 6.7.6. Directors without e-mail access shall be notified by telephone at the same time as the e-mail notification is sent and may elect to receive hand delivered or faxed copies of the notification.
 - 6.7.7. A minimum period of two (2) and a maximum period of seven (7) days shall be allowed for directors for discussion and to cast their votes.
 - 6.7.8. The voting on the motion may be extended for further discussion at the request of three (3) or more directors.
 - 6.7.9. Voting is by return e-mail except those Board members without e-mail access who may cast their vote in hand delivered written form, by fax, or verbally directly to the

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7 ARTICLE 7 GOVERNANCE

7.1. President

- 7.1.1. The President shall chair all meetings of the Association and of the Board.
- 7.1.2. The President shall be a member of all committees.
- 7.1.3. The President shall represent the Association in all negotiations with the City and other groups.
- 7.1.4. The President shall report on the activities of the Association to the Annual General Meeting.

7.2. Vice President

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

7.3. Secretary shall assume responsibility for:

- 7.3.1. Keeping accurate minutes of all general meetings of the Association and of the Board.
- 7.3.2. Receiving or sending all correspondence of the Association.
- 7.3.3. Maintaining custody of all records and of the Official Seal of the Association.

7.4. Treasurer shall assume or assign responsibility for:

- 7.4.1. Depositing all monies of the Association into a specified chartered bank.
- 7.4.2. Keeping accurate records and books of account.
- 7.4.3. Assembling a budget for presentation to the Annual General Meeting.
- 7.4.4. 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.
- 7.4.5. Preparing and remitting all returns required under The Societies Act of the Province of Alberta

8 ARTICLE 8 FINANCE AND OTHER MANAGEMENT MATTERS

8.1. Seal

- 8.1.1. The official seal of the Association shall be used to authenticate documents of the Association 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.

8.2. Financial

- 8.2.1. All payments shall be made by cheque or money transfer and signed by any two of the President, Vice President, Secretary, and Treasurer, dependent upon appropriate authorization.
- 8.2.2. The Board shall have authority to invest surplus monies of the Association in any security authorized by law for investment.
- 8.2.3. A chartered accountant shall audit the books of the Association once a year and shall

prepare a statement of the financial standing of the Association for the Annual General Meeting each year. The fiscal year of the Association runs from July 1 to June 30 of the following year.

- 8.2.4. The Association 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 Association.

8.3. General

- 8.3.1. 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.
- 8.3.2. Notice of the Annual General or Special General Meeting must include the proposed resolution to change the Bylaws.
- 8.3.3. 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.
- 8.3.4. The records of the Association 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.
- 8.3.5. No person may hold an elected position on the Board of Directors of the Association if, such person at the time of assuming office, shall be related by blood or marriage to an employee of the Association, unless otherwise approved in writing by the Board.
- 8.3.6. Employees of the Association shall not be nominated for, elected to or assume a position on the Board of Directors of the Association.
- 8.3.7. Proceedings at all meetings of the Association shall be conducted under Roberts Rules of Order.