

Bylaws of the West Hillhurst Community Association
Revised [DATE]

PREAMBLE

- 1.1. The following Articles set forth the Bylaws of the West Hillhurst Community Association and replace the previous Bylaws, as amended, dated February 27, 2012.

2. DEFINITIONS

- 2.1. In these Bylaws, the following words have these meanings:

- 2.1.1. "Act" means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- 2.1.2. "AGLC" means the Alberta Gaming and Liquor Commission or its legal equivalent;
- 2.1.3. "Annual General Meeting" or "AGM" means the meeting of Members described in Article 7.1;
- 2.1.4. "Associate Member" means those persons described as non-voting members of the Association in Article 4.3;
- 2.1.5. "Association" means the West Hillhurst Community Association;
- 2.1.6. "Board" means the board of directors of the Association;
- 2.1.7. "Board Meeting" means the meetings of the Board described in Article 6.1;
- 2.1.8. "Bylaws" means these bylaws of the Association as amended from time to time;
- 2.1.9. "Committee" means those committees of the Board described in Article 8;
- 2.1.10. "Community Boundaries" mean those boundaries described in Article 3.1;
- 2.1.11. "Community Member" means those persons described as a voting community members in Article 4.2;
- 2.1.12. "Director" means any person elected or appointed to the Board in accordance with Article 5.6 and Article 5.7;
- 2.1.13. "Director Term" means the term for the Directors as described in Article 5.4;
- 2.1.14. "Executive Committee" means the committee formed by the Executive Officers in accordance with Article 9.1;
- 2.1.15. "Executive Officers" means those officers of the Association listed in Article 9.1;
- 2.1.16. "Executive Officer Term" means the term for Executive Officers described in Article 9.4;
- 2.1.17. "Fiscal Year" means the 12-month period commencing on July 1 and ending on the following June 30;
- 2.1.18. "Gaming Accounts" means accounts in which funds generated through charitable gaming are held pursuant to the requirements of the AGLC;
- 2.1.19. "General Manager" means the General Manager of the Association as appointed by the Board;
- 2.1.20. "General Meeting" means an Annual General Meeting or Special General Meeting;
- 2.1.21. "Governance Committee" means a committee as described in Article 5.5.1;

- 2.1.22. “Member” means any of a Community Member or an Associate Member, as described in Articles 4.2 and 4.3 of these Bylaws;
- 2.1.23. “Membership” means membership in the Association as described in Article 4.1;
- 2.1.24. “Membership Fee” means the fees for membership in the Association as described in Article 4.5;
- 2.1.25. “Membership Term” means the term of membership for Members as described in Article 4.4;
- 2.1.26. “Minute Book” means the minute book of the Association as described in Article 10.7;
- 2.1.27. “Registered Office” means the registered office for the Association;
- 2.1.28. “Register of Members” means the register maintained by the Board containing the information about Members described in Article 4.11;
- 2.1.29. “Signing Authority” means the signing authorities for the Association described in Article 10.4;
- 2.1.30. “Special General Meeting” means the meeting described in Article 7.2; and
- 2.1.31. “Special Resolution” means a resolution passed at a General Meeting by 75% of Community Members present.

3. BOUNDARIES

- 3.1. The Community Boundaries of West Hillhurst, for the purposes of these Bylaws, in the City of Calgary, Province of Alberta are as follows:
 - 3.1.1. on the north, 8th Avenue NW to the projection of Sumac Road to 8th Avenue NW to 9th Avenue NW;
 - 3.1.2. on the west, 28th Street NW;
 - 3.1.3. on the south, Bow River; and
 - 3.1.4. on the east, 18th Street NW.

4. MEMBERSHIP

4.1. Categories of Membership.

- 4.1.1. There are two (2) categories of membership in the Association:

- 4.1.1.1. Community Member; and
- 4.1.1.2. Associate Member.

- 4.2. **Community Member.** Any adult person (18 years of age or older) residing within the Community Boundaries may become a Community Member by payment of a Membership Fee. Any Adult person (18 years of age or older) not residing within the Community Boundaries may become a Community Member by payment of a Membership Fee and with the approval of the Board. A Community Membership shall constitute a maximum of two adults (to be named in the Register of Members) as Community Members of the Association with the right to one vote each at General Meetings. Only one adult person of the household shall be entitled to serve on the Board if elected. Such Community Membership shall also entitle dependent children (under 18 years of age) residing with such members to

participate in the Association's activities but not to vote at General Meetings or to serve on the Board.

4.3. **Associate Member.** Other than as described in Article 4.2, any adult person not residing within the Community Boundaries may become an Associate Member upon payment of a Membership Fee. Rights and privileges of this membership shall extend to other family members living with the Associate Member. Such Associate Memberships shall not entitle the Associate Member to vote at meetings of the Association or to serve on the Board.

4.4. **Term of Membership.**

4.4.1. The Membership Term for all Members shall be for a period of up to one year commencing on the date of payment of the Membership Fee and shall expire 12 months after the date of purchase. Memberships may be renewed at that time.

4.5. **Membership Fees.**

4.5.1. Membership Fees shall be determined by the Board from time to time.

4.5.2. Membership Fees are not prorated and are not refundable.

4.6. **Termination of Membership**

4.6.1. Any Member may resign from the Association during the Membership Term by sending or delivering a written notice of resignation to the Association. No portion of the Membership Fee shall be reimbursed at any time, regardless of when the Member resigns.

4.6.2. If a Member does not pay the membership fee on or before the due date, their membership shall terminate.

4.7. **Expulsion of Members.**

4.7.1. The Board or the General Manager under the authority of the Board may expel a Member who:

4.7.1.1. fails to abide by the Bylaws;

4.7.1.2. discredits the Association;

4.7.1.3. disrupts meetings or functions of the Association; or

4.7.1.4. has done something reasonably determined by the Board to be harmful to the Association

4.7.2. **Expulsion Notice to the Member.**

4.7.2.1. The Member being considered for expulsion will receive written notice of the Board's or the General Manager's intention to consider the Member's expulsion provided that the expulsion may be immediate upon such notice.

4.7.2.2. The expulsion notice will be sent by email to the last known address of the Member shown in the Register of Members, stating the reason(s) why the expulsion is being considered.

4.7.2.3. In the event there is more than one family member listed on the current Register of Members related to the Member facing expulsion pursuant to this Article, the expulsion shall only apply to the one family member. Other family members listed on the Register of Members may

remain as Members, at the discretion of the General Manager of the Association.

4.7.3. **Reinstatement of Membership.** Any Member who has been expelled may, no less than one year after the expulsion, apply to the Association for reinstatement to the Membership. If the Board or the General Manager is satisfied that the reasons for expulsion no longer exist, the Board or the General Manager may reinstate the Membership.

4.8. **Change of Membership.** Except as permitted in Article 4.2, Community Members who cease to reside within the Community Boundaries, shall immediately become Associate Members.

4.9. **Continued Liability of Members.** Although a Member ceases to be a Member by death, resignation, expulsion or otherwise, the Member is liable for any debts owing to the Association at the date they cease to be a Member.

4.10. **Limitation on the liability of Members.** No Member is, in the Members individual capacity, liable for a debt or liability of the Association.

4.11. **Register of Members**

4.11.1. The Association shall maintain a Register of Members containing the following particulars of each person:

4.11.1.1. Full name and residential address, including postal code, telephone number and email address(es);

4.11.1.2. Date which the person is admitted as a Member;

4.11.1.3. Date which the person ceases to be a Member; and

4.11.1.4. Category of membership.

4.11.2. The Register of Members is compiled by the Association staff and General Manager under the direction of the Secretary. The official version of the Register of Members is to be retained at the Registered Office.

4.11.3. Applicants who refuse to provide this information will not be permitted to join the Association. Each applicant understands that this information is available to the Association for matters relating to the affairs of the Association.

4.11.4. Upon reasonable notice to the Secretary, the Register may be inspected by any Community Member, subject to applicable laws and policies.

4.12. **Community Member Grievance.**

4.12.1. Each Community Member will have the opportunity to appear before the Board to address a concern with a matter under governance of the Association. Another person may be permitted to accompany the Community Member as an advisor or interpreter.

4.12.2. The Directors hearing the grievance govern the dynamics of the meeting and render a final decision by a majority vote after the Community Member has left the meeting. There is no appeal process.

5. **GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION**

5.1. **Powers of the Board.** The Board shall, subject to the Bylaws, the Articles of Incorporation, the Act and other governing legislation, have full control and

management of the business and affairs of the Association, including but not limited to:

- 5.1.1. Establish mission and vision, approve long-term plans and confirm operational priorities and initiatives;
 - 5.1.2. Approve budgets, monitor financial performance and ensure proper auditing and reporting;
 - 5.1.3. Create and revise bylaws, operational policies and governance frameworks for the Association;
 - 5.1.4. Appoint, manage, measure, assess and address the General Manager and approve General Manager compensation;
 - 5.1.5. Acquire and dispose of property and manage capital assets within legal parameters, ensuring maintenance and protection of the Association's assets;
 - 5.1.6. Invest the funds of the Association in accordance with investment guidelines determined by the Board and in compliance with applicable provincial and federal legislation;
 - 5.1.7. Finance the operations of the Association, and borrowing or raising funds provided that such financing is in accordance with Article 10.5;
 - 5.1.8. Manage, measure, assess and address the operational performance of the Association;
 - 5.1.9. Ensure adherence to applicable legislation and regulations, charitable status requirements and funding agreements and service contracts;
 - 5.1.10. Establish insurance coverage, crisis protocols, and liability mitigation strategies;
 - 5.1.11. Ensure adherence to membership criteria related to voting rights and dues as determined by these Bylaws;
 - 5.1.12. Establish Board policies and procedures, including the creation and oversight of any committees of the Board;
 - 5.1.13. Actively participate in donor cultivation and campaign oversight; and
 - 5.1.14. Act as primary ambassador for the Association's public image, and advocate on behalf of the Association with any interested parties including, but not limited to all levels of government.
- 5.2. **Authorization to Employ.** The Board may from time to time appoint such officers and agents and authorize the employment of such persons as the Board deems necessary to carry out the objects of the Association and such duties as from time to time may be prescribed by the Board.
- 5.3. **Board Composition.**
- 5.3.1. The Board shall consist of not less than 7 and not more than 13 Directors, each of whom at the time of their election and throughout their Director Term shall be a Community Member, provided that no more than one-third ($\frac{1}{3}$) of the Board shall consist of Community Members who do not reside in the Community Boundaries, in accordance with Article 4.2.
 - 5.3.2. Subject to the foregoing, the number of Directors to constitute the Board in any year shall be determined by resolution of the Board prior to the Annual General Meeting.

5.4. Term of Office.

- 5.4.1. Each Director shall be elected for a two (2) year Director Term commencing on the date of election, and ending at the second AGM following their election. This is subject to the right of the Board to stipulate prior to the AGM that a Director Term be one year in order to achieve or amend the staggered sequence of election of Directors.
- 5.4.2. Any Director whose Director Term has expired shall be deemed retired at the AGM, but shall be eligible for re-election if otherwise qualified.

5.5. Nominations Process.

- 5.5.1. The Board shall annually appoint a Governance Committee, in accordance with Article 8, which shall, amongst any other responsibilities delegated by the Board, oversee the nominations process for the Board.
- 5.5.2. The Governance Committee shall provide notice of upcoming elections through the Association newsletter, via email to Members, and on the Association website. The notice shall include the date of the Annual General Meeting and the date on which the nominations close. Such notice shall be provided no less than 21 days prior to the Annual General Meeting.
- 5.5.3. Nominations shall close 14 days prior to the AGM and shall not be accepted from the floor at the AGM.
- 5.5.4. The Governance Committee shall accept all candidates for election or re-election provided that each candidate must be a Community Member in good standing. Prior to the Annual General Meeting, the Governance Committee shall provide to the Board the list of candidates recommended for nomination.
- 5.5.5. At the Annual General Meeting, the Board shall provide a list of all candidates nominated for election, which shall include any candidate validly nominated in accordance with these Bylaws. The Board may also include a list of candidates that it recommends for election.
- 5.5.6. Each candidate for election or re-election shall be given up to 5 minutes to address the Members at the Annual General Meeting.

5.6. Election of Directors

- 5.6.1. Directors shall be elected by a majority of those Community Members present from the candidates presented by the Board at the Annual General Meeting, provided that the composition of the Board complies with Article 5.3.1.
- 5.6.2. In accordance with Article 5.5.3, nominations shall not be accepted from the floor at the AGM.
- 5.6.3. Voting shall be done by ballot, voting paddles, voting cards or other format as permitted by the Board.

5.7. Vacancies on the Board

- 5.7.1. If a vacancy exists on the Board between General Meetings, Directors may be appointed by a two-thirds ($\frac{2}{3}$) vote of Directors at a regular Board Meeting provided that such appointment is approved by the Community Members at the next General Meeting.

5.7.2. If the Board composition is no longer in compliance with Article 5.3.1 after a vacancy, the Executive Officers will determine a course of action to bring the Board back to compliance.

5.8. Resignation, cessation and removal of Directors.

5.8.1. A Director ceases to be a Director when they cease to be a Community Member of the Association.

5.8.2. A Director may resign from office by giving written notice to the Secretary or the President.

5.8.3. The Board may remove any Director before the end of that Director's Director Term by 75% majority vote of the Board on the following grounds:

5.8.3.1. the Director has failed to attend three consecutive Board meetings without a reasonable excuse;

5.8.3.2. the Director's conduct has willfully or recklessly contravened the Bylaws or Articles of Incorporation of the Association or has been in violation of any applicable laws or regulations; or

5.8.3.3. the Director's conduct has been improper, unbecoming, or otherwise is likely to endanger the interests or reputation of the Association.

5.8.4. A Director who is being considered for expulsion shall be given notice in writing by the Secretary at least seven (7) days prior to the Board Meeting at which said Director shall have the opportunity to be heard by the Board or to submit a statement to the Board in writing.

5.8.5. Community Members may remove any Director before the end of the Director's Director Term by a Special Resolution at a General Meeting on the following grounds:

5.8.5.1. the Director's conduct has willfully or recklessly contravened the Bylaws or Articles of Incorporation of the Association or has been in violation of any applicable laws or regulations; or

5.8.5.2. the Director's conduct has been improper, unbecoming, or otherwise is likely to endanger the interests or reputation of the Association.

5.9. Obligations of Directors.

5.9.1. No Director shall take it upon themselves to commit the time, resources or finances of the Association, the Board or Association staff without proper approval of such a commitment at a duly constituted meeting of the Board.

5.9.2. A Director shall receive no remuneration for acting as such. A Director may not, directly or indirectly, receive any profit from their position of Director. The activities of the Association are to be carried on without purpose of gain for its Members and profits or other accumulations of the Association shall not be used to promote personal objectives of the Directors. Such action would constitute violation of the Bylaws and jeopardize the status of the Director in accordance with Article 5.8.3.

5.9.3. Directors are obliged to disclose to the Board any actual or potential personal or business conflict of interest with respect to any matter related to the Association and to refrain from any discussion or voting on any issue for which a conflict of interest exists.

5.10. Protection and Indemnity of the Directors.

5.10.1. Each Director shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Association (and the respective heirs, executors, administrators and estate of such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:

5.10.1.1. all costs charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties with the Association; and

5.10.1.2. all other related costs, charges, and expenses and respect to such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

5.10.2. The indemnification granted in this Article shall not apply in so far as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this Article.

5.10.3. No Director shall be liable for the acts or omissions of any other Director or employee of the Association, or shall be responsible for any loss or damage due to bankruptcy insolvency or wrongful act of any such person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error and judgment or an act or omission in that Director's role for the Association, unless and to the extent that the act or a mission is due to fraud, dishonesty or bad faith.

5.10.4. Each Director may rely on the accuracy of any statement or report prepared by the auditors of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

6. MEETINGS OF THE BOARD

6.1. Meetings of the Board.

6.1.1. The Board will meet at such times as the President may determine but not less than eight (8) times per year.

6.1.2. The President or any three (3) Directors may call Board Meetings and the President shall act as chair. If the President is not present, the Vice President shall act as chair of the Board Meeting and if both are not present, the remaining Directors shall appoint a chair.

6.1.3. Notice of a Board Meeting and minutes from the previous Board Meeting shall be communicated by electronic means or otherwise to each Director not less than three (3) days before the Board Meeting is to take place, provided that

Board Meetings may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have indicated their consent to the Secretary in writing to the Meeting being held in their absence. Notice of any Board Meeting or irregularity therein may be waived by the Director affected.

- 6.1.4. Quorum for a Board Meeting shall be more than one half (½) of all Directors and must include any two of the President, Vice President, Treasurer and Secretary. Directors who have declared a conflict of interest should be included in determining a quorum. Should there fail to be a quorum at any duly called Board Meeting, the Board Meeting shall be adjourned to a later date as determined by the chair.
- 6.1.5. Each Director has one (1) vote. The President has a second or casting vote in the case of a tie vote. All decisions of the Board will be by a majority of votes of Directors present except as indicated otherwise in these Bylaws.
- 6.1.6. Voting shall be done by show of hands unless a secret ballot is requested by two or more Directors.
- 6.1.7. Voting by proxy is not permitted at Board Meetings.
- 6.1.8. A resolution in writing signed by all Directors or agreed to electronically via email or other accepted electronic means of communication shall be valid and effective as if it had been passed at a Board Meeting duly called and constituted and shall be included in the minutes of the next Board Meeting.
- 6.1.9. Board Meetings are open to Members, but only Directors may vote. A majority of Directors present may ask Members who are not Directors to leave the Board Meeting.
- 6.1.10. Notwithstanding Article 6.1.9 hereof, the chair of the Board Meeting may exclude Members who are not Directors in the event that the Board reasonably determines that the matters to be discussed in the Board Meeting should not be discussed outside of the Directors.
- 6.1.11. Should a Member who is not a Director wish to have an item addressed by the Board at a Board Meeting, a written request must be presented to the President no less than four days before the Board Meeting.
- 6.1.12. Non-Members may attend Board Meetings if invited by a Director and approved by the President or Vice President.

7. GENERAL MEETING OF THE MEMBERSHIP

7.1. Annual General Meeting

- 7.1.1. Except in the event of a lack of quorum as provided in Article 7.3.4, the Annual General Meeting shall be held no more than six (6) months after the fiscal year end. The Board shall establish the place, day and time of the meeting.
- 7.1.2. Notice of the AGM shall be given to Members by electronic message, publication in the West Hillhurst newsletter, community signage or any other effective method. The notice shall be given at least 21 days prior to the AGM.

- 7.1.3. Any Community Member wishing to make a motion at the AGM shall so advise the Secretary in writing no later than 14 days prior to the AGM.
- 7.1.4. The business of the Annual General Meeting shall include:
 - 7.1.4.1. the President's report of the year's activities for the Association;
 - 7.1.4.2. the Treasurer's report and the presentation of audited financial statements for the Association;
 - 7.1.4.3. the appointment of auditors for the Association for the subsequent year;
 - 7.1.4.4. election of the Directors in accordance with Article 5.6; and
 - 7.1.4.5. any other business except that no vote shall be taken upon any Community Member's motion unless notice of motion has been given pursuant to Article 7.1.3.

7.2. Special General Meetings.

- 7.2.1. A Special General Meeting of the Association may be called at any time by a resolution of the Board to that effect, or on written request of at least 10% of the Community Members.
- 7.2.2. The request must state the reason and the motion intended to be submitted, and the dated signatures of all those Directors or Community Members requesting the Special General Meeting.
- 7.2.3. The Secretary shall cause notice of the Special General Meeting to be given by the same methods set forth for the Annual General Meeting pursuant to Article 7.1.2, except that notice shall include the reason the Special General Meeting is being called.
- 7.2.4. Only the matter(s) set out in the notice for the Special General Meeting will be considered.

7.3. Procedures for Annual General Meetings or Special General Meetings.

7.3.1. Attendance.

- 7.3.1.1. All in attendance must sign in at the door in order to attend a General Meeting.
- 7.3.1.2. General Meetings are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

7.3.2. Presiding Officer

- 7.3.2.1. The President chairs the Annual General Meeting and Special General Meeting. The Vice President chairs in the absence of the President. The Treasurer chairs in the absence of the President and the Vice President.
- 7.3.2.2. If neither the President, nor the Vice President, nor Treasurer is present within one half hour of the set time for the General Meeting, the Community Members present choose one of the Directors first or one of the Community Members second in attendance to Chair by nomination and majority vote.
- 7.3.2.3. If the presiding officer has a conflict of interest with respect to any item on the General Meeting agenda, an independent party will be appointed before the General Meeting by the remaining Directors not conflicted to deal with that item.

7.3.3. Recorder.

- 7.3.3.1. The Secretary will record minutes of the General Meeting.
- 7.3.3.2. In the absence of the Secretary, the presiding officer will appoint one Director to record minutes.

7.3.4. Quorum.

- 7.3.4.1. Quorum for any General Meeting shall be 11 Community Members in good standing.
- 7.3.4.2. The presiding officer shall cancel the General Meeting if a quorum is not present within one half hour of the set time. A canceled General Meeting will be rescheduled at a convenient time within 2 weeks. The Secretary will provide a notice of the date of the rescheduled General Meeting by the same manner as the original notice to all Members. If a quorum is not present within one half hour after the set time of the rescheduled General Meeting, the General Meeting will proceed with the Members in attendance;
- 7.3.4.3. In the event that an Annual General Meeting must be rescheduled due to lack of quorum, the deadline for holding the Annual General Meeting shall be extended to no greater than 7 months from the date of the fiscal year end.

7.3.5. Adjournment.

- 7.3.5.1. The presiding officer may adjourn a General Meeting with the consent of the Community Members present. If the General Meeting needs to be reconvened, only unfinished business from the reconvened General Meeting previously identified in the agenda will be conducted.
- 7.3.5.2. No formal notice to Members is necessary if the General Meeting is adjourned for less than 30 days but informal communication may be sent as a reminder to the Members.
- 7.3.5.3. The Association must give notice to Members when the General Meeting is adjourned for 30 days or more. Notices must be issued in the same manner and form as the original notice.

7.3.6. Voting.

- 7.3.6.1. Each Community Member in good standing shall be issued a voting ballot, voting card, voting paddle or other voting device as permitted by the Board upon signing into a General Meeting.
- 7.3.6.2. Except for the election of Directors, a show of voting cards by Community Members listed in the Register of Members is used for each vote at every General Meeting.
- 7.3.6.3. An appointed, independent scrutineer may be chosen by the presiding officer to supervise the vote. The scrutineer has no voting privileges.
- 7.3.6.4. The presiding officer has one vote and does not cast a vote to break a tie. If there a tie vote, the motion is defeated.

7.3.6.5. A majority of the votes of the Community Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution in accordance with these Bylaws and the Act.

7.3.6.6. The presiding officer declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

7.4. Meeting by Electronic Means, Telephone or Other Communication Facility.

If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, a Member may participate in any General Meeting in which they are entitled to participate by electronic means, telephone or other communication facility. Participation shall be in the manner provided by the policies and procedures of the Association. A Community Member participating in such a General Meeting in such a manner shall be considered present at the General Meeting and at the place of the General Meeting and shall be counted towards quorum of the General Meeting. Notwithstanding any other provision of these Bylaws, any Community Member participating in a General Meeting pursuant to this section may vote on any matter, in accordance with the policies and procedures of the Association, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

7.5. Failure to Give Notice of Meeting.

7.5.1. No action taken at a General Meeting is invalid due to:

7.5.1.1. Accidental omission to give notice to any Member;

7.5.1.2. A Member not receiving a notice; or

7.5.1.3. An error in a notice that does not affect the context.

7.6. Written Resolution of All Community Members.

7.6.1. All Community Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting as long as it is passed unanimously by all registered Community Members and the signed resolution is provided to the President and Secretary of the Association.

7.6.2. The resolution can be subject to audit for validity before final acceptance. In this case, it is not necessary to give notice or to call a Special General Meeting.

7.6.3. The date on the resolution is the date it is passed.

7.6.4. These resolutions will normally be extraordinary in nature, only arising when the members wish to pass a resolution on a subject normally requiring a Special Resolution.

8. BOARD COMMITTEES

8.1. Establishing Committees. The Board may establish one or more committees to carry out the specific functions or to advise the Board on particular matters. Each committee shall operate within the authority delegated to it by the Board and shall report to the Board on a regular basis.

8.2. Composition of Committees. Committees shall consist of at least one Director and may include other Members or external advisors as determined appropriate by the Board. Committee chairs shall be appointed by the Board.

8.3. General Procedure for Committees.

- 8.3.1. Each committee shall meet as necessary to fulfill its responsibilities.
- 8.3.2. Committees may establish their own rules of procedure, subject to Board approval and shall maintain minutes of their meetings to be submitted to the Board.

8.4. Duration and Dissolution.

- 8.4.1. Committees may be standing or ad hoc in nature.
- 8.4.2. The Board may dissolve any committee at its discretion or upon completion of the committee's mandate.

9. EXECUTIVE COMMITTEE

9.1. Composition of the Executive Committee. The Executive Committee shall consist of the following Executive Officers from among the Directors:

- 9.1.1. President,
- 9.1.2. Vice President,
- 9.1.3. Secretary, and
- 9.1.4. Treasurer.

9.2. Election of the Executive Committee.

9.2.1. The Executive Committee shall be elected by the Board from among the Directors elected or continuing in office provided that:

- 9.2.1.1. the President and Secretary shall be elected in odd-numbered years (e.g., 2025, 2027, etc.); and
- 9.2.1.2. the Vice-President and Treasurer shall be elected in even-numbered years (e.g., 2026, 2028, etc.).

9.3. Eligibility for President. To be eligible for election as President, an individual must have served as a Director for at least one full two (2) year Director Term prior to the election.

9.4. Term of Office – Executive Officers. Each Officer shall serve an Executive Officer Term of two (2) years, beginning at the close of the Board Meeting at which they are elected and ending at the close of the second AGM following their election.

9.5. Vacancies in Executive Positions. If an Executive Officer resigns or is removed during their Executive Officer Term, the Board may appoint an interim replacement from among the Directors until the next AGM, at which time the position shall be filled for the remainder of the original Executive Officer Term, if applicable.

9.6. Re-Election. Executive Officers may be re-elected for consecutive Executive Officer Terms.

9.7. No-Remuneration. Executive Officers shall not receive remuneration for acting as such and Executive Officers shall not, directly or indirectly, receive any profit from their position as a member of the Executive Committee.

9.8. Duties and Obligations of the Executive Officers.

9.8.1. **President.** The President shall:

- 9.8.1.1. chair all meetings of the Association and the Board;
- 9.8.1.2. represent the Association in all negotiations;

- 9.8.1.3. report on the activities of the Association at the Annual General Meeting; and
- 9.8.1.4. coordinate the overall functioning of the Board and delegate duties accordingly.
- 9.8.2. **Vice President.** The Vice President shall:
 - 9.8.2.1. assume the duties of the President in the absence of the President or as specifically requested by the President or the Board; and
 - 9.8.2.2. assume any other duties as assigned by the Board.
- 9.8.3. **Secretary.** The Secretary shall assume or shall assign responsibility for:
 - 9.8.3.1. attending and keeping accurate minutes of all General Meetings and Board Meetings;
 - 9.8.3.2. receiving and sending all correspondence of the Association;
 - 9.8.3.3. keeping charge of the Seal of the Association and all records of the Association including the minute book of the Association in accordance with Article 10.7;
 - 9.8.3.4. maintaining or directing the General Manager to maintain the Register of Members pursuant to Article 4.11; and
 - 9.8.3.5. causing to be sent or displayed notices of General Meetings and Board Meetings in accordance with these Bylaws.
- 9.8.4. **Treasurer.** The Treasurer shall assume or assign responsibility for:
 - 9.8.4.1. depositing of monies of the Association in a chartered bank approved by the Board;
 - 9.8.4.2. accounting for the funds of the Association and keeping such books as may be directed by the Board;
 - 9.8.4.3. presenting a full detailed account of receipts and disbursements to the Board whenever requested; and
 - 9.8.4.4. preparing or having prepared by an auditor elected by the Community Members, an annual audited financial statement for presentation at the Annual General Meeting;
 - 9.8.4.5. preparing financial statements for the Board as required by the Board; and
 - 9.8.4.6. preparing and remitting all returns required under the Act.
- 9.9. **Executive Committee Meetings.** Meetings of the Executive Committee are held as often as required by the Association or the Board.
- 9.10. **Voting of the Executive Committee.** A majority of the Executive Committee members constitutes a quorum. All decisions shall be decided by a majority of votes cast provided that a tie means the motion is defeated.
- 9.11. **Ratification of Decisions by the Board.** All decisions of the Executive Committee are subject to ratification by the Board at its next Board Meeting.
- 9.12. **Past President.** A Past President may be appointed by the Board for a non-renewable advisory term of two (2) years immediately following their final term as President. The Past President shall not have voting rights on the Board or any committee including the Executive Committee unless otherwise elected or appointed to another Board position. The purpose of this role is to provide

continuity, mentorship and institutional knowledge to the incoming President and Executive Committee.

10. FINANCE AND OTHER MANAGEMENT MATTERS

- 10.1. **Registered Office.** The Registered Office of the Association is located in Calgary, Alberta.
- 10.2. **Books and Records of the Association.**
 - 10.2.1. The books, accounts and records of the Association shall be audited at least once per fiscal year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor for presentation at the Annual General Meeting.
 - 10.2.2. Subject to any limitations on the disclosure of personal information under applicable law, the books and records of the Association may be inspected by any Community Member at any time upon giving reasonable notice and arranging a time satisfactory to the Executive Officer or Executive Officers having charge of same. Each Board Member shall, at all times, have access to such books and records.
- 10.3. **Fiscal Year.** The fiscal year of the Association shall begin on July 1 and end on June 30 of the following year.
- 10.4. **Signing Authority.**
 - 10.4.1. Except as indicated in Article 10.4.5, the Executive Officers and other persons as the Board may approve, shall have Signing Authority for the accounts of the Association.
 - 10.4.2. For amounts less than two thousand five hundred dollars (\$2,500.00), any one person designated as a Signing Authority shall be authorized to sign cheques, execute comparable electronic transfers, and draw funds for the Association up to that limit.
 - 10.4.3. For amounts equal to or greater than two thousand five hundred dollars (\$2,500.00), any two persons, each designated as a Signing Authority, shall be authorized to sign cheques, execute comparable electronic transfers, and draw fund for the Association provided that one Executive Officer must sign each such transaction.
 - 10.4.4. Any cheque payable to a Director or to a person legally related to a Director may not be signed by that Director.
 - 10.4.5. Gaming Accounts. All cheques and transfers drawn on the Association's Gaming Accounts must be signed by two (2) Executive Officers.
- 10.5. **Borrowing Power.** For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

10.6. **Seal of the Association.** The seal of the Association shall be retained by the Secretary and, whenever officially used, shall be authenticated by the President, or in the President's absence, the Vice President and the Secretary.

10.7. **Minute Book.**

10.7.1. The Secretary or other Executive Officer as directed by the Board, shall maintain and have charge of the Minute Book and shall record or cause to be recorded in the minutes of all proceedings all General Meetings and Board Meetings.

10.7.2. The Minute Book shall contain the following information:

10.7.2.1. A copy of the certificate of incorporation of the Association;

10.7.2.2. a copy of the objects of the Association and any Special Resolution altering its objects;

10.7.2.3. A copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;

10.7.2.4. A copy of the policies and procedures of the Association and the Board;

10.7.2.5. A copy of any legal documents relevant to the Association, including but not limited to the lease agreement or license of occupation;

10.7.2.6. A copy of the originals of all registers, resolutions, meeting minutes and other documents required to be maintained or filed by any applicable statute or regulation;

10.7.2.7. A copy of the audited financial statements for the preceding fiscal year; and

10.7.2.8. A copy of each other document directed by the Board to be inserted into the Minute Book.

11. AMENDING THE BYLAWS

11.1. These Bylaws may be canceled, altered or added to by a Special Resolution at a General Meeting. The notice of the Special Resolution shall include details of the proposed amendment to the Bylaws. Such notice shall be provided to Members 21 days prior to the General Meeting called for such purpose.

11.2. The amended Bylaws take effect after they have been registered by the Registrar as defined in and in accordance with the Act.

12. RULES OF ORDER

12.1. Insofar as they are not inconsistent with these Bylaws or any special rules of order of the Association, parliamentary procedures respecting the management of meetings conducted under these Bylaws shall be governed by the then current edition of Robert's Rules of Order.

13. INTERPRETATION

13.1. In these Bylaws, the singular shall include the plural and the plural singular. The word "person" shall include corporations and societies and the masculine shall include the feminine.

- 13.2. If there is any conflict between the Act and the part and any part of these Bylaws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these Bylaws to the extent necessary to remedy the conflict without any action on the part of the Association.
- 13.3. Any question of procedure not provided for in these Bylaws or the Act shall be decided upon by the Board.