

Bylaws of the Silver Springs Community Association

Revised November 4, 2020

ARTICLE 1 - PREAMBLE

1.01 The following Articles set forth the Bylaws of the Silver Springs Community Association and replace the previous Bylaws, as amended, dated December 1, 2011.

ARTICLE 2 - DEFINITIONS

2.01 In these Bylaws, the following words have these meanings:

- (a) *Act* means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- (b) *Affiliated Organization* means an organization with which the Association is affiliated under Article 5.11 that serves the needs of the Members and the Community;
- (c) *Annual General Meeting* means the meeting described in Article 7.01;
- (d) *Association* means the Silver Springs Community Association;
- (e) *Board* means the Board of Directors of the Association;
- (f) *Bylaws* means the Bylaws of the Association as amended from time to time;
- (g) *Committee* means a committee consisting of a Director and the chairperson or representative of each group and/or subcommittee within that Director's area of responsibility, as well as such Members who are approved by the responsible Director;
- (h) *Community* means the Community of Silver Springs, in Calgary, Alberta, Canada;
- (i) *Director* means any person elected or appointed to the Board;
- (j) *Executive Committee* means the President, Vice President, Secretary and Treasurer, all of whom are the Officers of the Association;
- (k) *Fiscal Year* means the 12 month period commencing on September 1 and ending on the following August 31.
- (l) *Gaming Account* means an account in which funds generated through charitable Gaming are held pursuant to the requirements of the Alberta Gaming and Liquor Commission or its legal equivalent;
- (m) *General Meeting* means an Annual General Meeting or a Special General Meeting;
- (n) *Member* means any of the five (5) categories of membership of the Association, as defined in Article 4 of these Bylaws;

- (o) *Registered Office* means the registered office for the Association;
- (p) *Register of Members* means the register maintained by the Board containing the information about Members of the Association described in Article 4.14 hereof;
- (q) *Regular Meeting of the Board* means the meeting described in Article 6.01 hereof;
- (r) *Special General Meeting* means the meeting described in Article 7.02 hereof;
- (s) *Special Meeting of the Board* means the meeting described in Article 6.02 hereof;
- (t) *Special Resolution* means a resolution passed at a General Meeting by 75% of Voting Members present;
- (u) *Term* has the meaning ascribed in Article 4.07 hereof;
- (v) *Voting Member* means a Community Member or Community Senior Member as defined in Article 4 hereof.

ARTICLE 3 – BOUNDARIES

- 3.01 The boundaries of the Community of Silver Springs, in the City of Calgary, Province of Alberta are as follows:
- (a) Crowchild Trail on the north;
 - (b) Nose Hill Drive and 85th Street on the west;
 - (c) The Bow River on the south; and
 - (d) Silver Springs Gate and Bowmont Park on the east.

ARTICLE 4 – MEMBERSHIP

4.01 Categories of Membership.

- (a) There are five (5) categories of membership in the Association:
 - (i) Community Member;
 - (ii) Community Senior Member;
 - (iii) Associate Member;
 - (iv) Associate Senior Member; and
 - (v) Honorary Life Member.

- 4.02 **Community Member.** Any adult person (18 years of age or older) residing within the said boundaries may become a Community Member by payment of a membership fee. A Community Membership shall constitute a maximum of two (2) 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 and to serve on the Board if elected. Such 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 meetings or to serve on the Board.

- 4.03 **Community Senior Member.** Any person residing within the said boundaries who is 55 years of age or older may become a Community Senior Member upon payment of a membership fee. A Community Senior Membership shall constitute a maximum of two (2) adults (to be named in the Register of Members) as Community Senior Members of the Association with the right to one vote each at General Meetings and to serve on the Board if elected. Such 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 meetings or to serve on the Board.
- 4.04 **Associate Member.** Any adult person not residing within the boundaries identified in Article 3 may become an Associate Member upon acceptance by the Board and upon payment of a membership fee. Rights and privileges of this membership shall extend to other family members living with the Member. Such memberships shall not entitle the Member to vote at meetings of the Association, receive notice of any meeting or to serve on the Board.
- 4.05 **Associate Senior Member.** Any person not residing within the boundaries identified in Article 3 who is 55 years of age or older may become an Associate Senior Member upon acceptance by the Board and upon payment of a membership fee. Such membership shall not entitle the member to vote at meetings of the Association, receive notice of any meeting or to serve on the Board.
- 4.06 **Honorary Life Member.** Any member or non-member who has distinguished him/herself by outstanding service to the Association or to the City of Calgary shall be eligible to become an Honorary Life Member upon acceptance by a majority of the Board. Such membership shall not entitle the Member to vote at meetings of the Association, receive notice of any meeting or to serve on the Board.
- 4.07 **Term of Membership.**
- (a) With the exception of Honorary Life Members, the Term of membership shall be for a period of up to one year commencing on the date of purchase and shall expire on August 31 of the fiscal year in which the membership was purchased.
 - (b) Membership fees shall be due and payable on the commencement date, and the renewal fee shall be payable on each September 1 thereafter.
- 4.08 **Membership Fees.**
- (a) Membership fees shall be determined by the Board from time to time.
 - (b) Membership fees are not pro-rated and are not refundable.

4.09 Termination of Membership.

- (a) Any Member may resign from the Association during the Term of his or her membership by sending or delivering a written notice of resignation to the President or Secretary of the Association. No portion of the membership fee shall be reimbursed at any time, regardless of when the Member resigns.
- (b) If a Member does not pay the membership fee on or before the due date, his or her membership shall terminate.

4.10 Expulsion of Members.

- (a) The Board may expel a Member who:
 - (i) Fails to abide by the Bylaws;
 - (ii) Discredits the Association;
 - (iii) Disrupts meetings or functions of the Association; or
 - (iv) Has done something reasonably determined by the Board to be harmful to the Association.
- (b) **Expulsion Notice to the Member.**
 - (i) The Member being considered for expulsion will receive two (2) weeks' notice of the Board's intention to consider the Member's expulsion;
 - (ii) The Notice will be sent by mail and email to the last known address of the Member shown in the Register of Members, stating the reason(s) why expulsion is being considered.
- (c) **Expulsion Decision of the Board.**
 - (i) The Member will have an opportunity to appear before the Board to address the matter. Another person may be permitted to accompany the Member as an advisor or interpreter only.
 - (ii) The Board shall govern the dynamics of the meeting and shall, by a vote of 75% render a final decision on the expulsion decision. There is no appeal process.
 - (iii) In the event there is more than one family member listed on the current Register of Members, the Board's decision in (ii) above shall apply to all of them.
- (d) **Reinstatement of Membership.** Any Member who has been expelled may, no less than one year after expulsion, apply to the Board for reinstatement to the Association membership. If the Board is satisfied that the reasons for expulsion

no longer exist, the Board may, by a 75% majority vote, reinstate the membership.

4.11 **Change of Membership.** Community Members or Community Senior Members who cease to reside within the boundaries of the Association shall immediately become Associate Members or Associate Senior Members, as applicable.

4.12 **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 ceased to be a Member.

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

4.14 **Register of Members**

(a) The Association shall maintain a Register of Members containing the following particulars of each person:

- (i) Full name and residential address;
- (ii) Date which the person is admitted as a Member;
- (iii) Date which the person ceases to be a Member; and
- (iv) Category of membership.

(b) The Register of Members is compiled by the Association staff under the direction of the Secretary. The official version of the Register of Members is to be retained at the Association's Registered Office. A copy will be retained by the Secretary off the premises to ensure business continuity.

(c) 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.

(d) Upon reasonable notice to the Secretary, this Register may be inspected by any member of the Association, subject to applicable laws and policies.

4.15 **Association Contact Lists.** Each applicant must provide the Association with the following information which will only be used by or released to the Board and the Office Staff for Association affairs:

- (a) Full name and home address;
- (b) Telephone number(s); and
- (c) E-mail address(es).

4.16 Community Member Grievance.

- (a) Each 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 Member as an advisor or interpreter.
- (b) The Directors hearing the grievance govern the dynamics of the meeting and render a final decision. There is no appeal process.

ARTICLE 5 - GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION

5.01 **Powers of the Board.** The Board shall, subject to the Bylaws, the Articles of Incorporation, the *Societies Act* and other governing legislation, have full control and management of the business and affairs of the Association, including but not limited to:

- (a) Promote Association objectives associated with vision, mission, strategic and business plans and operations;
- (b) Advocate on behalf of the Community with all levels of government;
- (c) Manage, measure, assess and address staff performance;
- (d) Manage, measure, assess and address Association operation performance;
- (e) Establish Bylaws, Board Policies and Procedures;
- (f) Develop and implement initiatives;
- (g) Create and/or lead Committees and any subcommittees the Board deems necessary;
- (h) Formulate and monitor performance against the Annual Budget;
- (i) Revise the Strategic Plan and plan for its fulfillment;
- (j) Manage the business and finances of the Association with integrity, suitable controls and transparency;
- (k) Manage, measure, assess and address individual Director performance, ensuring sufficient engagement and contribution to the Association;
- (l) Manage, measure, assess and address Affiliated Organization performance based on Association's accountabilities;

- (m) Protect the interests of the Association and Community;
- (n) Promote Association activities by visible leadership and participation within the Community; and
- (o) Without limiting the general responsibility of the Board, delegate powers and duties to the Executive, any committee, a Director, or staff.

5.02 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.

5.03 Board Composition.

- (a) The Board shall consist of not less than seven (7) and not more than fifteen (15) Directors, each of whom at the time of his or her election and throughout his or her term of office shall be a Community Member or Community Senior Member of the Association.
- (b) Subject to the foregoing, the number of Directors to constitute the Board in any year shall be determined by Board resolution prior to the Annual General Meeting.

5.04 Term of Office.

- (a) Each Director shall be elected for a two (2) year term commencing on the date of election, and ending at the second Annual General Meeting following their election. This is subject to the right of the Board to stipulate prior to the Annual General Meeting that a Director's term be for one (1) year in order to achieve or amend the staggered sequence of election of Directors.
- (b) Any Director whose term has expired shall be deemed retired at the Annual General Meeting, but shall be eligible for re-election if otherwise qualified.

5.05 Nominations Process.

- (a) The Board shall annually appoint a Nominations Committee, consisting of the Vice President and at least two (2) other Directors. If the Vice President or a Director is standing for re-election, another member of the Executive Committee and other Directors who are not standing for re-election shall take his or her place on the Nominating Committee.
- (b) The Nominations Committee shall act in accordance with the Terms of Reference for Nominations established by the Board from time to time.

- (c) The Nominations Committee shall provide notice of upcoming elections through the Association newsletter, via email to Voting Members, and on its website. The Notice shall include the date of the Annual General Meeting and the date nominations close.
- (d) Notice of upcoming elections shall be provided by the means described in Article (c) above no less than sixty (60) days prior to the Annual General Meeting.
- (e) Nominations shall close fourteen (14) days prior to the Annual General Meeting.
- (f) The Nominations Committee shall vet all candidates for election or re-election.
- (g) At the Annual General Meeting, the Nominations Committee shall nominate all candidates for election. The Committee may also provide a list of candidates that it recommends for election.
- (h) Each candidate for election or re-election shall be given up to five (5) minutes to address the membership at the Annual General Meeting.

5.06 Election of Directors.

- (a) Directors shall be elected by a majority of those Voting Members present from the candidates presented by the Nominations Committee at the Annual General Meeting.
- (b) Voting shall be done by secret ballot.
- (c) Nominations shall not be accepted from the floor.

5.07 Vacancies on the Board.

- (a) Directors may be appointed by a two-thirds (2/3) vote of sitting Directors at a regular Board meeting, provided that such appointment is approved by the voting Members at the next Annual General Meeting.
- (b) If the number of Directors is less than seven (7) the Executive Committee will determine a course of action to bring the complement back into compliance.

5.08 Resignation, Cessation and Removal of Directors.

- (a) A Director ceases to be a Director when he/she ceases to be a Community Member or Community Senior Member of the Association.
- (b) A Director may resign from office by giving notice in writing. The resignation takes effect on the date the Board accepts the resignation. Where possible, the

Director is expected to transition his or her activities to the Director who will succeed them;

- (c) The Board may remove any Director before the end of that Director's term by a 75% majority vote on the following grounds:
 - (i) the Director has failed to attend three (3) consecutive Board meetings without a reasonable excuse;
 - (ii) the Director's conduct has wilfully or recklessly contravened the Bylaws or Articles of Incorporation of the Association or has been in violation of any applicable laws or regulations;
 - (iii) the Director's conduct has been improper, unbecoming, or otherwise is likely to endanger the interests or reputation of the Association.
- (d) A Director who is being considered for expulsion shall be given notice in writing by the Secretary at least one week prior to the Board meeting at which said Director shall have the opportunity to be heard or to submit a statement in writing.
- (e) Voting Members may remove any Director before the end of the Director's term of office by a Special Resolution at a Special General Meeting called for this purpose on the following grounds:
 - (i) the Director's conduct has wilfully or recklessly contravened the Bylaws or Articles of Incorporation of the Association or has been in violation of any applicable laws or regulations; or
 - (ii) the Director's conduct has been improper, unbecoming, or otherwise is likely to endanger the interests or reputation of the Association.

5.09 Obligations of Directors.

- (a) No Director shall take it upon him/herself to commit the time, resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- (b) Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his/her position of Director. The activities of the Association are 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. Such action would constitute violation of the Bylaws and jeopardize the status of the Director according to the aforementioned procedure.

- (c) Directors are obliged to disclose to the Board any actual or potential conflict of interest with respect to any Association matter and to refrain from voting on or otherwise dealing with the matter except with specific approval of the Board.

5.10 Protection and Indemnity of the Directors.

- (a) Each Director of the Association 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 each such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:
 - (i) 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; and
 - (ii) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.
- (b) The indemnification granted in this Article shall not apply insofar 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.
- (c) 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 person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.
- (d) Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) 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.

5.11 Affiliated Organization.

- (a) Upon approval of the Board, the Association may affiliate with any other organization. All positions taken by the Affiliated Organizations, which in any

manner are designed to represent the Association, shall be presented to the Board for approval or disapproval.

- (b) If an Affiliated Organization is determined by the Board, at any time to be representing the Association without its approval, the Board, by a two-thirds majority of votes cast, shall terminate the affiliation.

ARTICLE 6 – MEETINGS OF THE BOARD

6.01 Regular Meetings of the Board.

- (a) The Board will meet at such times as the President may determine but not less than eight (8) times per year. Regular meetings are generally scheduled for the full year.
- (b) The President calls all meetings and acts as chair. If the President is not present, the Vice President acts as chair and if both are not present, the remaining Directors appoint a Director as chair.
- (c) 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 meeting is to take place; provided that meetings of the Directors 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 meeting or any irregularity therein may be waived by the Director affected.
- (d) Directors must declare any personal or business conflict of interest, and cannot participate in any discussion or vote on any issue for which a conflict of interest exists.
- (e) The Board quorum shall be more than one-half (1/2) of all Directors. 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 meeting, the meeting shall be adjourned to a later date as determined by the chair.
- (f) Each Director, including the President, has one (1) vote. The President does not have a second or casting vote in the case of a tie vote. All decisions of the Board except amendment of Bylaws and removal of Directors will be effected by a majority of votes of Directors present. A tie vote means a motion is defeated.
- (g) Voting shall be done by show of hands unless a secret ballot is requested by two or more Directors.
- (h) Voting by proxy is not permitted at Board meetings.
- (i) 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.

- (j) Meetings of the Board are open to Members, but only the Directors may vote. A simple majority of Directors present may ask Members who are not Directors to leave.
- (k) Notwithstanding Subsection (j) hereof, the chair of the meeting may exclude Members who are not Directors in the event that he or she reasonably determines that the matters to be discussed in a meeting should not be discussed outside of the Board.
- (l) Should a Member who is not a Director wish to have an item addressed by the Board at a meeting, a written request must be presented to the President no less than four (4) days before that Board meeting.
- (m) Non-Members may attend meetings of the Board if invited by a Director and approved by the Executive Committee.

6.02 Special Meetings of the Board

- (a) The President, or a minimum of $\frac{1}{4}$ of the current Directors, may call a Special Meeting of the Board at any time and place by notice issued in writing at least two (2) days in advance and delivered by email or other generally accepted method of electronic message.
- (b) The notice of Special Meeting of the Board shall set out in writing a description of the business to be transacted at the Special Meeting of the Board.
- (c) No other business may be transacted at said meeting.
- (d) Except as otherwise stipulated in this Article 6.02, the Special Meeting shall be conducted in accordance with Article 6.01 of these Bylaws.

ARTICLE 7 - GENERAL MEETINGS OF THE MEMBERSHIP

7.01 The Annual General Meeting.

- (a) Except in the event of a lack of Quorum as provided in Article 7.03(d), the Annual General Meeting of the Association 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.
- (b) Notice of the Annual General Meeting shall be given to each Member entitled thereto by electronic message, publication in the Community newsletter, Community signage, or any other effective method. The notice shall be given at least thirty (30) days prior to the meeting. The Agenda shall be provided by electronic message fourteen days prior to the Annual General Meeting.

- (c) Any Voting Member wishing to make a motion at the Annual General Meeting shall so advise the Secretary in writing no later than twenty-one (21) days prior to the AGM.
- (d) The business of the Annual General Meeting shall include:
 - (i) the President's Report of the year's activities;
 - (ii) the Treasurer's Report and the Audited Financial Statements;
 - (iii) the Reports of Standing Committees;
 - (iv) the appointment of Auditors for the subsequent year.
 - (v) election of Directors;
 - (vi) any other business except that no vote shall be taken upon any Voting Member's motion unless notice of a motion has been given pursuant to 8.01(c).

7.02 Special General Meetings.

- (a) 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 five (5) Directors, or on written request of at least ten percent of the Voting Members of the Association.
- (b) The request must state the reason and the motion intended to be submitted, and the dated signatures of all those Directors or Members requesting the Special General Meeting.
- (c) 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 7.01(b), except that notice shall be given no less than fourteen (14) days in advance and shall include the reason the Special General Meeting is being called.
- (d) Only the matter(s) set out in the notice for the Special General Meeting will be considered.
- (e) If a Special Resolution is to be made, the written request must identify the Voting Member who will move the motion, the Voting Member who will second the motion and the purpose of the motion(s).

7.03 Procedures for Annual General Meetings or Special General Meetings.

(a) Attendance.

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

(b) Presiding Officer.

- (i) 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.
- (ii) If neither the President, nor the Vice-President, nor Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Directors first or one of the Members second in attendance to chair by nomination and majority vote.
- (iii) If the Presiding Officer has a conflict of interest with respect to any item on the meeting agenda, an independent party will be appointed before the meeting by the remaining Directors not conflicted.

(c) Recorder.

- (i) The Secretary will record minutes of the Meeting.
- (ii) In the absence of the Secretary, the Board will appoint one (1) Director to record minutes.

(d) Quorum.

- (i) Quorum for any General Meeting shall be twenty-five (25) Voting Members in good standing.
- (ii) The Presiding Officer will cancel the General Meeting if a Quorum is not present within one-half (1/2) hour after the set time. A cancelled meeting will be rescheduled at a convenient time within two (2) weeks. The Secretary will provide a notice of the date of the rescheduled meeting by the most practical method available. If a Quorum is not present within one-half (1/2) hour after the set time of the rescheduled meeting, the meeting will proceed with the Members in attendance;

- (iii) 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 seven (7) months from the date of the fiscal year end.

(e) Adjournment.

- (i) The Presiding Officer may adjourn a General Meeting with the consent of the Members present. If the General Meeting needs to be reconvened it will only conduct unfinished business and only consider votes related to Special Resolution items previously identified in the agenda.
- (ii) No formal notice is necessary if the General Meeting is adjourned for less than thirty (30) days but informal communication may be sent as a reminder to the Members.
- (iii) The Association must give notice when the General Meeting is adjourned for thirty (30) days or more. Notices must be issued in the same manner and form as the original notice.

(f) Voting.

- (i) Each Voting Member in good standing shall be issued a voting card upon signing into a General Meeting.
- (ii) Except for the election of Directors, a show of Voting Cards by Voting Members listed in the Register of Members is used for each vote at every General Meeting.
- (iii) Five (5) Voting Members may request a written secret ballot vote. In such cases, the Presiding Officer may set the time, place and method for a written secret ballot vote. The result of the written secret ballot vote is the resolution of the meeting. Ballots must be destroyed after the count.
- (iv) An appointed, independent scrutinizer may be chosen by the Presiding Officer to supervise the vote. The scrutinizer has no voting privileges.
- (v) Members may withdraw their request for a written secret ballot vote.
- (vi) The Presiding Officer has one vote. He or she does not cast a vote to break a tie; if there is a tie vote the motion is defeated.

- (vii) A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (viii) 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.

(g) Meeting by Electronic Means, Telephone or Other Communication Facility.

If the Board of Directors of the Association 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 meeting in which he or she is 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 Member participating in such a meeting in such a manner shall be considered present at the meeting and at the place of the meeting. Notwithstanding any other provision of these Bylaws, any Member participating in a meeting of members pursuant to this Subsection 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.

7.04 Failure to Give Notice of Meeting.

- (a) No action taken at a General Meeting is invalid due to:
 - (i) accidental omission to give notice to any Member;
 - (ii) a Member not receiving a notice; or
 - (iii) an error in a notice that does not affect the context.

7.05 Written Resolution of All the Voting Members.

- (a) All Voting 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 Voting Members and the signed resolution is provided to the President and Secretary of the Association.
- (b) 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.
- (c) The date on the resolution is the date it is passed.
- (d) 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.

ARTICLE 8 - BOARD COMMITTEES

8.01 **Establishing Committees.** The Board shall establish Committees of Members and non-Members as required to assist and advise the Board with respect to carrying out the Objects of the Association. A written description of all Committees, their subcommittees and responsibilities and duties shall be prepared by the Board and updated as required.

8.02 General Procedure for Committees.

- (a) The Chair of each Committee must be a Director.
- (b) The Chair shall call Committee meetings as required. Each Committee shall maintain minutes of its meetings and report to the Board as requested.

- (c) No member of a Committee shall receive remuneration for duties performed on behalf of the Association. Committee members shall be reimbursed for reasonable expenses incurred while performing duties on behalf of the Association, provided that such expenses are evidenced in writing, and approved by the Committee Chair.
- (d) The quorum for a Committee meeting shall be more than one-half (1/2) of the members of the Committee.
- (e) Where a Committee has neglected or failed to act, the Board may:
 - (i) Act in its place; and
 - (ii) Disband the Committee and replace it; or
 - (iii) Disband the Committee and not replace it.

ARTICLE 9 – EXECUTIVE COMMITTEE

9.01 The Executive Committee consists of the President, Vice-President, Secretary and Treasurer. Members of the Executive Committee shall be Directors appointed and removed from time to time by resolution of the Board. Members of the Executive Committee shall receive no remuneration for acting as such and no member of the Executive Committee shall directly or indirectly receive any profit from his/her position as a member of the Executive Committee.

9.02 Duties of the Executive Committee

- (a) **President.** The President shall, when present, preside at all meetings of the Association and shall be an *ex-officio* member of all committees, except the Nominations Committee. The President shall chair the Executive Committee. The President shall be responsible for preparation of all Board agendas. The President is the official spokesman for the Association and the primary signing authority for same. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.
- (b) **Vice-President.** The Vice-President shall assume the duties of the President in the absence of the President or as specifically requested by the President or the Board. He/she chairs the Nominations Committee unless he/she is standing for election. He/she carries out other duties as assigned by the Board.
- (c) **Secretary.** The Secretary shall attend all meetings of the Association and the Board and keep accurate minutes of the same. He/she shall have charge of the Seal of the Association, which Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the President or Secretary, or, in the case of the death or inability of both to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be

appointed by the Board. The Secretary shall have charge of all correspondence of the Association and be under the direction of the President and the Board. The Secretary shall cause to be kept a record of all members of the Association and their addresses and cause to be sent or displayed notices of the various meetings as required.

- (d) **Treasurer.** The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever bank the Board may order. He/she shall promptly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested, and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.

9.03 The Executive Committee carries out the administration of the affairs of the Association within the requirements of these Bylaws. It is responsible for the direction and priorities of the Board. The Executive is responsible for overall Board performance, staffing and for setting, measuring, assessing and developing action plans for continued effectiveness.

9.04 Meetings of the Executive are held as often as required by the Association.

9.05 A majority of members of the Executive Committee constitutes quorum. All decisions shall be decided by a majority of votes cast.

9.06 All decisions of the Executive Committee are subject to ratification by the Board at its next meeting.

ARTICLE 10 - FINANCE AND OTHER MANAGEMENT MATTERS

10.01 **Registered Office.** The Registered Office of the Association is located in Calgary, Alberta.

10.02 Books and Records of the Association.

- (a) 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.
- (b) 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 Voting Member at any time at the registered office of the Association on the basis set forth in this Article 10.02.

- (c) Any Voting Member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the President or Secretary.
- (d) All financial records of the Association are open for inspection by Members.
- (e) Other records of the Association are open for inspection, except for records that the Board designates as confidential.
- (f) Each Director shall at all times have access to such books and records.

10.03 **Fiscal Year.** The fiscal year of the Association shall begin on September 1 and end on August 31 of the following year.

10.04 Signing Authority.

- (a) Non Gaming Accounts
 - (i) One person with signing authority may sign cheques less than \$500.
 - (ii) Two persons with signing authority shall sign all cheques for \$500 or more drawn on the monies of the Association with the provision that one member of the Executive Committee must sign each cheque. The following shall have signing authority for the accounts of the Association:
 - (1) President;
 - (2) Vice-President;
 - (3) Secretary;
 - (4) Treasurer; and
 - (5) other persons as the Board may, by resolution approve.
 - (iii) Such authority may be limited by the Board to specific accounts.
 - (iv) Any cheque payable to a Director or to a person legally related to a Director may not be signed by that Director.
- (b) Gaming Accounts
 - (i) All cheques drawn on the Association's Gaming Accounts must be signed by two (2) current members of the Executive.
- (c) All contracts of the Association must be signed in accordance with the Contract Execution Policy.

10.05 **Borrowing Power.** The Directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, provided that none of these powers shall be exercised without the sanction of a Special Resolution of the Association.

10.06 **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.

10.07 Minute Book.

- (a) The Secretary or other member of the Executive Committee directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in the minutes of all proceedings all General Meetings and meetings of the Board.
- (b) The Minute Book shall contain the following information:
 - (i) A copy of the Certificate of Incorporation of the Association; A copy of the Objects of the Association and any Special Resolution altering its Objects;
 - (ii) A copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;
 - (iii) A copy of the Policies and Procedures;
 - (iv) A copy of the lease agreement or License of Occupation and any other similar legal documents;
 - (v) A copy of the Originals of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or regulation;
 - (vi) A copy of the audited financial statements for the preceding Fiscal Year; and
 - (vii) A copy of each other document directed by the Board to be inserted into the Minute Book.

ARTICLE 11 - AMENDING THE BYLAWS

- 11.01 These Bylaws may be cancelled, altered or added to by a Special Resolution at a General Meeting.
- 11.02 The amended Bylaws take effect after they have been filed and accepted by the Corporate Registry of Alberta.
- 11.03 The twenty-one (21) days' notice of the Special Resolution must include details of the proposed resolution to change the Bylaws.

ARTICLE 12 – DISTRIBUTING ASSETS AND DISOLVING THE ASSOCIATION

- 12.01 **Disbursing Assets of the Association.** The Association does not pay any dividends or distribute its property among its Members.
- 12.02 **Dissolution of the Association.** In the event the Voting Members determine the Association should be dissolved, the dissolution decision will be achieved by a Special Resolution at a General Meeting.

- 12.03 Funds held in the Associations' Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board;
- 12.04 Any funds held in accounts other than the Gaming Account or Consolidated Gaming Account and assets not purchased with gaming proceeds, will, after paying off all debts, either be distributed to an Alberta registered charitable organization or to The City of Calgary, as determined by the Board.
- 12.05 Members will select the organization for distribution of assets or funds by Special Resolution at the General Meeting where it is decided to dissolve the Association.
- 12.06 Association assets shall not be distributed to any Member.

ARTICLE 13 - RULES OF ORDER

- 13.01 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 Roberts Rules of Order .

ARTICLE 14 - MEDIATION

- 14.01 A dispute arising out of the affairs of the Association and between any Member of the Association or between:
- (a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
 - (b) a person claiming through the Member or aggrieved person or claiming under these Bylaws and the Association or a Director of the Association,
- shall be decided by mediation conducted by the Community Mediation Calgary Society, or such other organization as is agreed to by the parties.
- 14.02 A decision made pursuant to a mediation is binding on all Parties.

ARTICLE 15 - INTERPRETATION

- 15.01 In all the Bylaws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine.
- 15.02 If there is any conflict between the Act 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.

15.03 Any question of procedure not provided for in these Bylaws or the Act shall be decided upon by the Board of Directors.