

## RAMSAY COMMUNITY ASSOCIATION BYLAWS REVISED 2006

**The Charter as registered under the Societies Act,  
Registrar of Companies, in the Province of Alberta**

### 1. PREAMBLE

- 1.1. The society known as The Ramsay Community Association, hereinafter referred to as the Association, is incorporated under the Societies Act of the Province of Alberta.
- 1.2. The geographic boundaries of the Association, and Community as specified by the City of Calgary are:
  - 1.2.1. West: the Elbow River
  - 1.2.2. North and East: the CPR mainline
  - 1.2.3. South approximately 26<sup>th</sup> Avenue S.E
- 1.3. This document is the general Bylaws for the Association, and shall regulate the business and affairs of the Association.

### 2. OBJECTIVES

The objectives are filed separately with Corporate Registries.

### 3. TERMINOLOGY

In these Bylaws, the following words shall have these meanings.

- 3.1. **“Adult”** shall mean any person of legal voting age as defined by the Province of Alberta.
- 3.2. **“Board”** shall mean the Board of Directors of the Association.
- 3.3. **“Community”** shall mean the residents and businesses located inside the geographic boundaries of the Association.
- 3.4. **“Community at Large”** shall mean persons, businesses, governments or other organizations outside the geographic boundaries of the Association with whom the Association may have cause to interact.
- 3.5. **“Director”** shall mean a Member of the Association elected to the Board of the Association.
- 3.6. **“Majority”** shall mean more than one-half (1/2) of the votes cast at a meeting, except as otherwise noted in these Bylaws.
- 3.7. **“Quorum”** for a General Meeting shall consist of 10% of the membership as recorded in the Membership Registry and must include three (3) Directors.  
“Quorum” for a Special Meeting shall be 10% of the membership as recorded in the Membership Registry and must include seven (7) Directors.  
“Quorum” for a Board Meeting shall be seven (7) Directors.
- 3.8. **“Member in Good Standing”** shall mean an Adult whose annual membership fees are paid and whose membership is not under suspension

- 3.9. **“Full Member”** shall mean a Member in Good Standing who resides within the geographic boundaries of the Community, unless otherwise noted in these Bylaws. Within these Bylaws the term “Member” is interchangeable with the term “Full Member.”
- 3.10. **“Membership Registry”** shall mean a record of names and addresses of Full Members compiled and maintained by the Secretary.
- 3.11. **“Notice of Meeting”** shall mean notice, delivered in writing, by letter, hand or by publication in the Association Newsletter, at least twenty-one (21) days prior to a Special or Annual Meeting, stating the intention or purpose of the meeting, and delivered to the last recorded address of each member. Said notice shall be deemed given when delivered to a household, post office, or after publication in the Association Newsletter.
- 3.12. **“Newsletter”** is the regular publication funded by the Association.
- 3.13. **“Special Resolution”** shall mean a resolution passed:
- 3.13.1. At a Special or Annual General Meeting of which twenty-one (21) days notice has been given, specifying the resolution as a Special Resolution, and
- 3.13.2. By not less than three-fourths (3/4) of the votes cast by those Members entitled to vote who are present. In addition, a quorum of 10% of the membership and seven (7) Directors must be present.
- 3.14. Interpretation** – In all Bylaws and Policies and Procedures of the Association, the singular shall include the plural, and the plural shall include the singular, the word “person” shall include corporations and associations; the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

## **4. MEMBERSHIP**

### **4.1. Guidelines**

- 4.1.1. Any Adult living within the boundaries of the Community may become a Full Member of the Association.
- 4.1.2. Any incorporated business within the boundaries of the Community may become a Full Member of the Association.
- 4.1.3. A Full Member must be a Member in Good Standing.
- 4.1.4. A Full Member is entitled to one (1) vote and only Full Members shall be entitled to vote on the business of the Association. Members are eligible to vote at a General Meeting immediately after purchasing a membership.
- 4.1.5. To be eligible to vote at the Annual General Meeting or a Special Meeting, an individual must be a Full Member for at least thirty (30) days prior to the Annual General Meeting or Special Meeting.
- 4.1.6. The Board may establish additional membership classifications; such classifications shall be approved by a Majority of the Board and ratified by the membership.
- 4.1.7. The Board shall establish the membership fees for each class of membership; such fees shall be approved by a Majority of the Board.
- 4.1.8. The Board shall publish with the Notice of the Annual General Meeting the terms and conditions of membership to be in effect for the following year.
- 4.1.9. The Association shall maintain an up-to-date Membership Registry.

## **4.2. Rights of Membership**

The rights and privileges of any Full Member shall include:

- 4.2.1. The right to audit meetings of the Association's Board of Directors.
- 4.2.2. The right to participate in and vote at any meeting of the Association's General Membership.
- 4.2.3. The right to serve on committees of the Association.
- 4.2.4. The right to stand for election as a Director of the Association.
- 4.2.5. The right to use the Association's facilities according to the terms and conditions established by the Association.

## **4.3. Termination .of Membership**

### **4.3.1. Resignation:**

- 4.3.1.1. A Member may resign from the Association at any time by providing written notice to the Board.
- 4.3.1.2. Once notice has been received, the Member's name will be immediately removed from the Membership Registry.
- 4.3.1.3. The Member is considered to have ceased being a Member upon receipt by the Board of his resignation.
- 4.3.1.4. Membership fees will not be refunded when a Member resigns.

### **4.3.2. Failure to Pay Membership Fees**

- 4.3.2.1. Annual memberships expire on August 31 of each year at which time voting rights also expire.

### **4.3.3. Suspension and Expulsion:**

- 4.3.3.1. A Member may be suspended or expelled from the Association, for conduct prejudicial to the good order of the Association, by a three-fourths (3/4) secret ballot vote of the Board, under the following conditions:
  - 4.3.3.1.1. The Member has been advised of the charge or complaint against him, in writing, twenty-one (21) days in advance of the meeting where the vote is to be taken.
  - 4.3.3.1.2. The Member has had the opportunity to be heard by, or submit a written statement to the Board.
- 4.3.3.2. A suspension will be for not less than thirty (30) days and for not more than one (1) year.
- 4.3.3.3. There shall be no reimbursement of membership fees paid by any suspended or expelled Member.
- 4.3.3.4. A suspension or expulsion shall take effect immediately following the decision of the Board and the Board shall provide delivery of written notice to the Member within five (5) days.
- 4.3.3.5. A suspended or expelled Member may apply for reinstatement by submitting a written application to the membership, through the Board. Within thirty (30) days of receipt of such application, the Board shall hold a Special Meeting of the Membership. The suspended Member may, after review of the application by the membership, be reinstated by a three-fourths (3/4) vote of the Members who are present at that meeting.
- 4.3.3.6. Voting shall be by secret ballot. The vote shall be counted and announced by a non-Member.

## 5. Meetings

### 5.1. General Meetings of the Membership

- 5.1.1. All General Meetings of the Membership are open to the public.
- 5.1.2. At least nine (9) General Meetings will be held each year on the dates and at the times and in the places determined by the Board.
- 5.1.3. The dates for each year's General Meetings shall be announced at the Annual General Meeting and confirmed in each Newsletter in a Notice of Meeting.
- 5.1.4. The agenda of the meeting shall be included in the Notice of Meeting.
- 5.1.5. The Secretary shall record attendance at each General Meeting.
- 5.1.6. The order of business at General Meetings of the Membership shall be:
  - 5.1.6.1. Approval of the Agenda
  - 5.1.6.2. Approval of the Minutes of the last General Meeting
  - 5.1.6.3. President's Report
  - 5.1.6.4. Treasurer's Report
  - 5.1.6.5. Secretary's Report
  - 5.1.6.6. Presentations by invited guests
  - 5.1.6.7. Committee Reports
  - 5.1.6.8. Unfinished Business
  - 5.1.6.9. New Business
- 5.1.7. Quorum for a General Meeting shall consist of 10% of the membership as recorded in the Membership Registry and must include three (3) Directors.

### 5.2. Board Meetings

- 5.2.1. The Board shall meet at least nine (9) times each year in addition to the General Meetings, Annual General Meeting and any Special Meetings.
- 5.2.2. A meeting of the Board may be called by the President or by written request signed by any four (4) Directors.
- 5.2.3. Written notice of the place, date and time of Board Meetings shall be given by the Secretary to each Director, by mail, electronic mail, hand, or in the Newsletter, not less than thirty (30) days prior to the meeting. Publication of Notice of the Board Meeting in the Newsletter shall constitute good and sufficient notice of the Board Meeting.
- 5.2.4. The President may call an emergency meeting of the Board to discuss a single urgent item.
  - 5.2.4.1. Notice of the place, date and time of an emergency meeting shall be given by the President to each Director by electronic mail, hand or in person not less than forty-eight (48) hours prior to the meeting.
  - 5.2.4.2. An emergency meeting may only consider the business stated in the notice of the emergency meeting.
- 5.2.5. The agenda for all Board meetings shall be included in the Notice of Meeting.
- 5.2.6. Any Member of the Association may audit a Board Meeting.
- 5.2.7. The Board may invite any person to address any of its meetings.
- 5.2.8. Only Board members may vote at a Board Meeting.

5.2.9. All or part of any Board meeting may be closed to the public and general membership (in camera) by a Majority vote of the Directors present.

When a meeting is in camera no motions shall be passed except:

5.2.9.1. A motion related to the performance, hiring or firing of an employee.

5.2.9.2. To revert to an open meeting.

5.2.10. The Quorum for a Board Meeting shall be seven (7) Directors.

5.2.11. If it is impossible for the Board to meet in person, then a written resolution may be circulated to the entire Board. All Board members must indicate their decision in writing. If the resolution receives a Majority affirmative vote from the Board, then it shall be passed as if at a meeting of Directors duly called and constituted.

### 5.3. Annual General Meeting

5.3.1. The Annual General Meeting of the Association shall be held at a time and place within Ramsay designated by the Board of Directors.

5.3.2. Written notice of the place, date and time of the Annual General Meeting shall be given by the Secretary to each Member, by mail, electronic mail, hand or through publication in the Newsletter, not less than thirty (30) days and not more than sixty (60) days prior to the meeting. Publication of Notice of the Annual General Meeting in the Newsletter shall constitute good and sufficient notice of the Annual General Meeting.

5.3.3. The Annual General Meeting shall be held at least once each calendar year and no more than fifteen (15) months after the preceding Annual General Meeting.

5.3.4. The business of the Annual General Meeting shall include, in the following order:

5.3.4.1. Approval of the Agenda

5.3.4.2. Approval of the Minutes of the Last Annual General Meeting

5.3.4.3. Presentation of the Presidents Report

5.3.4.4. Presentation of the Audited Financial Statements for the past fiscal year with copies available for review by the Members

5.3.4.5. Presentation of the Treasurer's Report

5.3.4.6. Presentation of the Board-approved budget for the coming year

5.3.4.7. Appointment of Auditors

5.3.4.8. Election of Directors

5.3.4.9. Other business of the Association as referred to the meeting by the Board of Directors and contained in the Notice of Meeting. Any item not presented to the Annual General Meeting in this fashion must be deferred to the next meeting of the membership, General, Annual or Special.

5.3.5. Quorum for an Annual General Meeting shall consist of 10% of the membership as recorded in the Membership Registry and must include seven (7) Directors

### 5.4. Special Meeting of the Membership

5.4.1. A Special Meeting of the Membership may be called to discuss a single urgent or unusual item.

5.4.2. A Special Meeting may be called:

5.4.2.1. At the discretion of the Board, as indicated by a Majority vote of the Board.

- 5.4.2.2. If the Board receives a request in writing, signed by a minimum of 20% of the Members in Good Standing, stating the reason for a Special Meeting and the motion intended.
  - 5.4.3. Special Meetings may only consider the business stated in the Notice of Special Meeting.
  - 5.4.4. Notice of Meeting of twenty-one (21) days is required to call a Special Meeting.
  - 5.4.5. Quorum for a Special Meeting shall consist of 10% of the membership as recorded in the Membership Registry and must include seven (7) Directors
- 5.5. Procedures
- 5.5.1. Presiding Officer
    - 5.5.1.1. The President shall chair the Annual and all General, Special and Board Meetings.
    - 5.5.1.2. In the absence of the President, the Vice President Internal, or in the absence of both the Vice President External, shall chair the meeting.
  - 5.5.2. Unless otherwise provided for by resolution or these Bylaws, the most current edition of Robert's Rules of Order shall govern all meetings.
  - 5.5.3. At all meetings of the Association, provided a Quorum is present, every motion shall be decided by a Majority of the votes cast, unless otherwise required by the Bylaws of the Association, or by law.
  - 5.5.4. The names of Members abstaining or dissenting can be recorded on request.
  - 5.5.5. The Chair does not vote except:
    - 5.5.5.1.1. to break a tie vote, or
    - 5.5.5.1.2. when a secret ballot has been requested.
  - 5.5.6. There shall be no voting by proxy at any meeting.
  - 5.5.7. Unless a secret ballot has been requested, voting shall be by a show of hands. A declaration by the meeting Chair and an entry in the Minutes of the Association is sufficient evidence that a motion has been accepted or rejected. A record of the number of votes is not required, unless requested.
  - 5.5.8. Any Member may request a secret ballot. The results of such a ballot shall be recorded in the Minutes. A tie vote shall defeat the motion.

## 6. DIRECTORS

- 6.1. The Board of Directors shall consist of:
  - 6.1.1.1. President
  - 6.1.1.2. Secretary
  - 6.1.1.3. Treasurer
  - 6.1.1.4. Vice President Internal
  - 6.1.1.5. Vice President External and Chair of Civic Affairs
  - 6.1.1.6. Director (Past President)
  - 6.1.1.7. Five (5) Directors At Large
- 6.2. Members of the Board of Directors must be Full Members of the Association.
- 6.3. Terms of office shall be staggered to allow for one-half of the Directors to be replaced or re-elected, while the other half are in the middle of their term to provide continuity and consistency The terms of office shall be as follows:
  - 6.3.1. President – One year

- 6.3.2. Secretary – Two years, alternating with Treasurer
  - 6.3.3. Treasurer – Two years, alternating with Secretary
  - 6.3.4. Vice President Internal – Two years, alternating with Vice President External
  - 6.3.5. Vice President External – Two years, alternating with Vice President Internal
  - 6.3.6. Director (Past President) – One year
  - 6.3.7. 5 Directors at Large – Two with one-year terms in office, three with two-year terms in office.
- 6.4. No Director shall hold the office of President for more than two (2) consecutive one-year terms.
- 6.5. Each Director, at the time of his election and throughout his term of office, shall be a Full Member of the Association.
- 6.6. A Director cannot be an employee of the Association.
- 6.7. If less than eleven (11) Directors are elected at the Annual General Meeting or a Director resigns and is unable to serve, the Board may appoint interim Directors. Such appointments must be approved by a Majority of the Directors and be ratified at the next General Meeting by a Majority of votes cast.
- 6.8. The Directors of the Board shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position. However, a Director may be reimbursed for reasonable expenses incurred in the performance of his duties.
- 6.9. No Director or Directors shall take it upon themselves 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.

## **7. PROTECTION AND INDEMNITY OF DIRECTORS**

- 7.1. Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 7.2. No Director is liable for the acts of any other Director or any employee of the Association. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgement, or by any act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 7.3. Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

## **8. APPOINTMENT OF NOMINATING COMMITTEE**

- 8.1. A Nominating Committee shall prepare a list of nominations for all elected Directors of the Association. The Nominating Committee shall consist of the following persons, unless otherwise directed by a resolution of the Board.
  - 8.1.1. Past President (Chair)
  - 8.1.2. One (1) Director at Large appointed by the Board
  - 8.1.3. Two (2) Members of the Association who are not members of the Board but who are appointed by the Board.

- 8.1.4. The President and Secretary shall be ex-officio (non-voting) members of the committee.
- 8.2. The Nominating Committee is responsible for:
  - 8.2.1. Preparing a slate of nominees for each vacant Director position.
  - 8.2.2. Presenting the slate to the Annual General Meeting.
  - 8.2.3. Orienting new Board members.
- 8.3. Should a member of the Nominating Committee be nominated for a seat on the Board, then that member shall be excluded from the Nominating Committee and the Chair shall appoint a replacement.
- 8.4. Decisions of the Nominating Committee will be determined by secret ballot and shall require a Majority of the committee to approve each nomination.
- 8.5. At the Annual General Meeting any Member of the Association may nominate any other Member for election to the Board. This nomination must be seconded, and the nominee must accept the nomination. Such acceptance may be delivered in writing.
- 8.6. The outcome of the elections shall be determined by a Majority of votes cast at the Annual General Meeting.
- 8.7. No Member may be elected or appointed to the Board for more than five (5) years in succession, unless by Special Resolution of the membership. A Member shall be eligible to serve again following an absence of one (1) year.

## **9. REMOVAL OF A DIRECTOR**

- 9.1. A Director shall be automatically removed from office who;
  - 9.1.1. resigns by giving notice in writing, or
  - 9.1.2. is absent from more than two (2) consecutive meetings of the Board, unless the cause is considered and excused by a Majority of Directors present at the next meeting.
- 9.2. The Board shall have the power by a three-fourths (3/4) vote of the Board to remove any Director from office under the following circumstances:
  - 9.2.1. The Director fails to act in concert with the Mandate of the Association, or the goals and resolutions of the Board or membership.
  - 9.2.2. The Director's conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association.
  - 9.2.3. The Director wilfully breaches the Bylaws or Policy and Procedures of the Association.
- 9.3. No Director shall be removed without being notified in writing of the charge or complaint against him and without having first been given the opportunity to be heard or to submit a statement in writing at a Special Board Meeting called for that purpose.
- 9.4. A Director whose removal has been recommended shall be notified, in writing, no less than twenty-one (21) days prior to the Special Meeting and shall be automatically suspended upon receipt of notification until the resolution is dealt with at said meeting.
- 9.5. The Board shall notify the Director, in writing, of its decision, within five (5) days following the Special Meeting.

## **10. DUTIES AND RESPONSIBILITIES**

- 10.1. Duties of the Board
  - 10.1.1. To promote the Mandate of the Association.



- 10.1.2. To consult with the membership and the Community in establishing initiatives.
  - 10.1.3. The Board shall conduct the day to day business of the Association, subject always, to the provisions of the Societies Act, City of Calgary Landholder Agreement and these Bylaws and without restricting the generality of the foregoing, the Directors shall:
    - 10.1.3.1. Establish, collect and administer membership fees of the Association.
    - 10.1.3.2. Manage the finances of the Association in a fiscally responsible manner and maintain financial records according to the Generally Accepted Accounting Procedures as set forth by the Chartered Accountants of Canada.
    - 10.1.3.3. Hold meetings as herein set forth.
    - 10.1.3.4. Establish Policies and Procedures from time to time for the operation of the Association, with such Policies and Procedures to be recorded in the Association's Policy and Procedure Manual.
    - 10.1.3.5. Undertake to further the financial position of the Association, and to make whatever expenditures necessary to carry out its activities.
    - 10.1.3.6. Appoint agents and authorize the employment of persons to carry out the Mandate of the Association. Such agents and employee shall have the authority and shall perform the duties as may be assigned by the Board.
    - 10.1.3.7. Ensure that all necessary books and records of the Association, required by these Bylaws or by any applicable statute or law, are regularly, properly and securely maintained.
    - 10.1.3.8. Report regularly to the membership regarding Board and Directors' initiatives and decisions, and liaison activities with the Community at Large.
- 10.2. Duties of President
- The President shall:
- 10.2.1. Be responsible for the overall direction and provide leadership to the Association.
  - 10.2.2. Chair all meetings of the Association and the Board.
  - 10.2.3. Act as the Official Spokesperson for the Association, but may delegate such authority.
  - 10.2.4. Be the principal signing authority on all documents and correspondence, and be a designated signing authority on all bank accounts of the Association.
  - 10.2.5. With the Secretary, authenticate the use of the Seal of the Association.
  - 10.2.6. Be an ex-officio member of all committees of the Board.
  - 10.2.7. Carry out other duties pertaining to such office, and other duties as assigned by the Board.
- 10.3. Duties of the Vice President Internal
- The Vice President Internal shall:
- 10.3.1. Assist the President in the discharge of his duties and preside at all meetings in his absence.
  - 10.3.2. Assist the President in managing the internal affairs of the Association, including Member relations and facilities operations.

10.3.3. Carry out other duties as may be assigned by the Board.

10.4. Duties of the Vice President External

The Vice President External shall:

- 10.4.1. Preside at all meetings in the absence of the President or Vice President Internal.
- 10.4.2. Assist the President in managing the external affairs of the Association, including liaison with the media, governments and public agencies.
- 10.4.3. Chair the Civic Affairs Committee.
- 10.4.4. Carry out other duties as may be assigned by the Board.

10.5. Duties of the Secretary

The Secretary shall:

- 10.5.1. Attend all meetings of the Association and the Board and keep accurate minutes of such meetings and shall ensure the approved minutes are available to the Board and Members.
- 10.5.2. Be in charge of all correspondence of the Association under the direction of the President and the Board.
- 10.5.3. Maintain an accurate Membership Registry that records the names and addresses of all Members.
- 10.5.4. Ensure that all Notices of various meetings are prepared and distributed as required by these Bylaws.
- 10.5.5. Ensure that all records of the Association are properly maintained, including Policies and Procedures and the Bylaws.
- 10.5.6. Ensure that any reports required by government agencies are submitted in timely fashion and copies retained and properly filed.
- 10.5.7. With the President, authenticate the use of the Seal of the Association.
- 10.5.8. Maintain the official Minute Book of the Association.
- 10.5.9. Ensure that the records of the Association are maintained in complete and accessible fashion.

10.6. Duties of the Treasurer

The Treasurer shall:

- 10.6.1. Ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch, credit union, or trust company covered by insurance as chosen by the Board.
- 10.6.2. Provide a monthly report of the Association's bank accounts and operational costs and be able to advise the Board at any time of the financial position of the Association.
- 10.6.3. Ensure that an audited financial statement is prepared by the appointed auditors and presented at the Annual General Meeting.
- 10.6.4. Ensure that the insurance policies of the Association are kept current.
- 10.6.5. Be a designated signing authority on all bank accounts of the Association.
- 10.6.6. Chair the Finance Committee.
- 10.6.7. Carry out other duties as may be assigned by the Board.

11. **COMMITTEES**

11.1. Committees of the Board

11.1.1. Standing Committees

There shall be four standing committees of the Board:

- 11.1.1.1. Nominating Committee
  - 11.1.1.1.1. Chaired by the Past President
- 11.1.1.2. Finance Committee
  - 11.1.1.2.1. Chaired by the Treasurer
- 11.1.1.3. Membership Committee
  - 11.1.1.3.1. Chaired by the Vice President Internal
- 11.1.1.4. Civic Affairs Committee
  - 11.1.1.4.1. Chaired by the Vice President External
- 11.1.2. The Board may, at its discretion, create committees to support the Mandate and goals of the Association. The Chairs of such committees shall be appointed by the Board and shall report to the Board.
- 11.1.3. The Chairs of all committees shall ensure that the membership is kept informed of committee activities.

## **12. REGISTERED OFFICE**

The registered office of the Association shall be deemed to be located at the Ramsay Community Centre, 1136 8<sup>th</sup> Street S.E. in the City of Calgary, Alberta, Canada.

## **13. FINANCE AND AUDIT**

- 13.1. The fiscal year of the Association shall end on the last day of August in each year.
- 13.2. Qualified auditors, selected by the Board and approved at the Annual General Meeting, shall annually audit the accounts of the Association.
- 13.3. The audited financial statements shall be presented to the membership at the Annual General Meeting.
- 13.4. Signing Authority
  - 13.4.1. The Board shall appoint from within its number four (4) signing officers consisting of:
    - 13.4.1.1. The President
    - 13.4.1.2. The Treasurer
    - 13.4.1.3. Any other two (2) Directors at the discretion of the Board.
- 13.5. The President and the Treasurer and one other signing officer shall sign all cheques, contracts or other binding documents.
- 13.6. Under no circumstances shall a signing officer sign a cheque payable to that officer.
- 13.7. The Board shall, prior to the Annual General Meeting, prepare and approve a budget for the upcoming fiscal year.
  - 13.7.1. The Board approved budget shall be presented to the Association at the Annual General Meeting.
- 13.8. Acceptance and approval of the budget, by the Board, is approval of the proposed expenditures therein.
- 13.9. Emergency expenditures in excess of budgeted amounts must be approved by a Majority of the Board.

## **14. LOANS**

- 14.1. The Association may borrow funds to meet its objects and operations.
- 14.2. A Loan must be approved by a three-fourths (3/4) vote of the Board and ratified by a Majority of the membership at a Special or General Meeting.

## **15. MINUTE BOOK**

15.1. The Secretary, or other designated Director shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the Minutes of all proceedings of all meetings of the Board and of the Members.

15.2. The Minute Book shall contain:

15.2.1. Current Certificate of Incorporation

15.2.2. Mandate of the Association

15.2.3. Bylaws of the Association

15.2.4. Copies of all documents, registers and resolutions required by law

15.2.5. Copies of the audited financial statements for the preceding year

15.2.6. Copies of the monthly financial reports tabled by the Treasurer

15.2.7. Copies of any other documents or correspondence that Board directs to be included in the official records of the Association.

#### **16. SEAL OF THE SOCIETY**

16.1. The Board may adopt a seal as the Seal of the Association.

16.2. The Secretary shall have custody of the Seal, unless the Board decides otherwise.

16.3. The President and the Secretary shall jointly authenticate the use of the Seal.

16.4. The Board may, by a Majority vote, appoint alternate Directors to authenticate the use of the Seal.

#### **17. ACCESS TO RECORDS**

17.1. Any Member of the Association has the right to inspect the records of the Association at any time.

17.2. A Member wishing to inspect the Associations records must give one (1) week's notice to the Secretary or President.

17.3. The following documents are available only to the Board and to those involved in the matters related in those documents.

17.3.1. Employee records including performance reviews.

17.3.2. Documents relating to the removal of a Director, or suspension or expulsion of a Member.

#### **18. AMENDMENTS**

18.1. The Bylaws of the Association shall not be rescinded, altered or added to except by Special Resolution approved by three-fourths (3/4) of Members present at a Special or Annual General Meeting.

18.2. Notice of any proposed change to the Bylaws must be provided to the membership at least sixty (60) days prior to the meeting called to approve the changes.

18.3. Any alteration of the Societies Act (RSA 2000, Chapter S-14) of the Province of Alberta that may conflict with any part of these Bylaws shall have the effect of an amendment without any action on the part of the Association.

#### **19. DISSOLUTION**

19.1. In the event of Dissolution of the Association, all assets of the Association shall become the property of the City of Calgary.

RAMSAY COMMUNITY ASSOCIATION  
BYLAWS

Dated at the City of Calgary, in the Province of Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
President

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Vice President Internal

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Vice President External

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Witness