

RAMSAY COMMUNITY ASSOCIATION BYLAWS 2018-12-04

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.
- 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 of the Ramsay Community Association as of June 2018 are:

- 2.1. To facilitate and encourage the recreational, cultural and social activities of the community of Ramsay.
- 2.2. To provide a focus for community activities, and a forum for the consideration and discussion of questions affecting the community and the Association.
- 2.3. To liaise with the City of Calgary, the Province of Alberta and any other appropriate government, corporation or organization to forward the interests of the Association and its residents.

These 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. **“Associate Member”**, may also be referred to as Member-Associate, holds the rights provided under Associate Membership. Shall mean a Member in Good Standing who resides outside of the geographic boundaries of the community, unless otherwise noted in these Bylaws. Within these Bylaws the term “Associate Member” is interchangeable with the term “Member-Associate.” This Associate Member may attend any and all meetings of the Association, but may not participate in any vote at any meeting of the Association’s General Membership.
- 3.3. **“Board”** shall mean the Board of Directors of the Association.
- 3.4. **“Community”** shall mean the residents, businesses and institutions located inside the geographic boundaries of the Association.
- 3.5. **“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.
- 3.6. **“Director”** shall mean a Member of the Association elected to the Board of the Association.
- 3.7. **“Expelled Member”**, a former Member whose membership has been permanently rescinded or revoked indefinitely, and who is no longer a Member in Good Standing.
- 3.8. **“Former Member”**, see *Past Member*.
- 3.9. **“General Membership”**, shall refer to Members and Associate Members of the Association

- 3.10. “General Meeting of the Membership”**, may also be referred to as a General Meeting. These meetings are open to the public, and occur several times throughout the year, on the dates and at the times and in the places determined by the Board. Not to be confused with the Association’s Annual General Meeting.
- 3.11. “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.
- 3.12. “Majority Vote”** shall mean more than 50% of the votes cast at a meeting, except as otherwise noted in these Bylaws.
- 3.13. “Member”** shall mean an individual holding valid membership in the Association, and will hold the right provided under General Membership. Shall mean a Member in Good Standing who resides or owns a business or property within the geographic boundaries of the Community, unless otherwise noted in these Bylaws. Within these Bylaws the term “Full Member” is interchangeable with the term “Member”.
- 3.14. “Member-Associate”**, see *Associate Member*
- 3.15. “Member in Good Standing”** shall mean an Adult whose annual membership fees are paid in full, who adheres to the *Ramsay Community Association Code of Conduct*, and whose membership is not under suspension, or has not been expelled.
- 3.16. “Membership Registry”** shall mean a record of names and addresses of Members in Good Standing, as well as Associate, Former, Past, Expelled or Suspended Members of the Association; which is compiled and maintained by the Board, or such committee created or appointed by the Board.
- 3.17. “Nominating Committee”** - Committee appointed by the board, and shall prepare a list of nominations for all elected Directors of the Association.
- 3.18. “Notice of Meeting”** shall mean notice published by one or more methods with the intention of reaching all members. Notice shall be deemed given when: delivered in writing, by letter, hand, or by publication in a newspaper or newsletter published by the Association, or published in newspapers at large, or appearing on the Association website, or as a notice circulated by email, or by posting on notice boards or in locations where members gather.
- 3.19. “Newsletter”** refers to the Association’s community newsletter, but may also include any regular publication provided by the Association.
- 3.20. “Past Member”** shall mean a former or prior Member, who is no longer a Member in Good Standing.
- 3.21. “Proxy”**, the delegation of one’s authority to vote to another individual.
- 3.22. “Quorum” for an Annual General Meeting** shall consist of fifteen (15) Members, or 10% of Members entitled to vote (whichever is less), as recorded in the Membership Registry and must include a minimum of six (6) Directors, or two-thirds (2/3) of the sitting Directors (whichever is less).
- 3.23. “Quorum” for a Meeting of the Board** shall consist of six (6) Directors, or two-thirds (2/3) of the sitting Directors (whichever is less).
- 3.24. “Quorum” for a General Meeting of the Membership** shall consist of nine (9) Members, or 10% of Members entitled to vote (whichever is less), as recorded in the Membership Registry and must include a minimum of three (3) Directors, or one-third (1/3) of the sitting Directors (whichever is less).
- 3.25. “Quorum” for a Special Meeting of the Membership** shall consist of nine (9) Members, or 10% of Members entitled to vote (whichever is less), as recorded

in the Membership Registry and must include a minimum of six (6) Directors, or two-thirds (2/3) of the sitting Directors (whichever is less).

3.26. “Special Resolution” shall mean a resolution passed:

3.26.1. At a Special Meeting or Annual General Meeting of which a twenty-one (21) day Notice of Meeting has been given, specifying the resolution as a Special Resolution, and

3.26.2. By not less than two-thirds (2/3) of the votes cast by those Members entitled to vote who are present.

3.27. “Suspended Member” shall mean a former Member whose membership has been revoked for a defined period of time, and during which time they are no longer a Member in Good Standing.

3.28. “The Membership” shall refer to the collective of Full and Associate Members of the Association.

4. MEMBERSHIP

4.1. Guidelines

4.1.1. Any adult residing within the boundaries of the Community may become a Member of the Association.

4.1.2. Any owner of business or property within the boundaries of the Community may become a Member of the Association.

4.1.3. Any adult residing outside the boundaries of the Community may become an Associate Member of the Association.

4.1.4. A Member or Associate Member must be a Member in Good Standing.

4.1.5. An individual member may only hold one (1) valid Association membership. A Member in Good Standing who resides or owns a business or property within the geographic boundaries of the Community, may only hold one (1) valid Association Membership.

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 at a General Meeting of the Membership, with a majority vote.

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, and 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. Period of Membership Validity / Expiration

4.2.1. All memberships are valid for the specific fiscal period in which it was purchased (*see Section 11: FINANCE AND AUDIT*).

4.2.2. All memberships are considered valid from the date of purchase, and expire at time of adjournment of the Annual General Meeting.

4.2.3. Individuals with memberships that have expired will be recognized as Past Members in the Membership Registry.

4.2.4. Memberships purchased after July 01 will be considered valid only for the next fiscal period.

4.3. Rights of Membership

4.3.1. Rights of Associate Membership

The rights and privileges of Associate Membership shall include:

- 4.3.1.1. The right to serve on committees of the Association.
- 4.3.1.2. The right to use Association facilities, participate in any Association programming, according to the terms and conditions established by the Association.
- 4.3.1.3. The right to attend any and all meetings of the Association, but may not participate in any vote at any meeting of the Association's General Membership.
- 4.3.1.4. The right to observe but not participate in meetings of the Association's Board of Directors, unless invited to do so.
- 4.3.1.5. The right to review minutes of meetings of the Association's Board of Directors.

4.3.2. Rights of Full Membership of the Association.

The rights and privileges of Full Membership shall include:

- 4.3.2.1. The right to serve on committees of the Association.
- 4.3.2.2. The right to use Association facilities, participate in any Association programming, according to the terms and conditions established by the Association.
- 4.3.2.3. The right to attend any and all meetings of the Association's General Membership.
- 4.3.2.4. The right to stand for election as a Director of the Association.
- 4.3.2.1. The right to attend any and all meetings of the Association, and the right to participate in and vote at any meeting of the Association's General Membership.
 - 4.3.2.1.1. Members are entitled to one (1) vote when voting on the business of the Association.
 - 4.3.2.1.2. Members are is entitled to vote at a **General Meeting of the Membership** immediately after purchasing a membership.
 - 4.3.2.1.3. Members are entitled to vote at the **Annual General Meeting or a Special Meeting of the Membership**, if membership was held for at least thirty (30) days prior to the date of that meeting.
 - 4.3.2.1.4. Members are not entitled to vote by proxy at any meeting of the Association's General Membership.
- 4.3.2.2. The right to observe but not participate in meetings of the Association's Board of Directors, unless invited to do so.
- 4.3.2.3. The right to review minutes of meetings of the Association's Board of Directors.

4.4. Termination of Membership

4.4.1. Lapse, Resignation or Death:

- 4.4.1.1. A member who's membership has lapsed shall be recognized a past member.
- 4.4.1.2. A Member may resign from the Association at any time by providing written notice to the Board.
- 4.4.1.3. Once notice has been received, the Member's name will be immediately listed as a former member on the Association's Membership Registry.
- 4.4.1.4. The member is considered to have ceased being a

- member upon receipt by the Board of their resignation.
 - 4.4.1.5. Membership fees are not refundable.
 - 4.4.1.6. In the unfortunate event of the death of a member, the individual membership will no longer be valid. The deceased Member's name will be removed from the Association's Membership Registry.
 - 4.4.1.7. Membership shall only be valid during the period for which membership fees are paid.
- 4.4.2. Suspension and Expulsion:**
- 4.4.2.1. 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:
 - 4.4.2.1.1. 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.
 - 4.4.2.1.2. The Member has had the opportunity to be heard by, or submit a written statement to, the Board.
 - 4.4.2.2. A suspension will be for not less than thirty (30) days and for not more than one (1) year.
 - 4.4.2.3. An expulsion is a permanent and complete revocation of membership.
 - 4.4.2.4. There shall be no reimbursement of membership fees paid by any suspended or expelled Member.
 - 4.4.2.5. 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.
 - 4.4.2.6. An expelled Member may apply for reinstatement one time annually, by submitting a written application to the membership, through the Board. Within ninety (90) days of receipt of such application, the Board shall hold a Special Meeting of the Membership. The expelled Member may, after review of the application by the membership, be reinstated by a three-fourths (3/4) vote of the Members entitled to vote who are present at that meeting.
 - 4.4.2.7. 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 of the Membership 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 of the Membership may be announced at the Annual General Meeting and announced in each Newsletter in a Notice of Meeting.
- 5.1.4. The Secretary shall record attendance at each General Meeting of the Membership.

- 5.1.5. The order of business at General Meetings of the Membership shall be:
 - 5.1.5.1. Approval of the Agenda
 - 5.1.5.2. Approval of the Minutes of the last General Meeting
 - 5.1.5.3. President's Report
 - 5.1.5.4. Treasurer's Report
 - 5.1.5.5. Secretary's Report
 - 5.1.5.6. Presentations by invited guests
 - 5.1.5.7. Committee Reports
 - 5.1.5.8. Old Business
 - 5.1.5.9. New Business
- 5.1.6. Motions must be passed by a Majority Vote cast by those Members entitled to vote who are present.
- 5.1.7. **Quorum for a General Meeting of the Membership** shall consist of shall consist of nine (9) Members, or 10% of Members entitled to vote (whichever is less), as recorded in the Membership Registry, and must include a minimum of three (3) Directors or one-third (1/3) of the sitting Directors (whichever is less).

5.2. Board Meetings – Meetings of the Board of Directors

- 5.2.1. The Board shall meet at least nine (9) times each year in addition to the General Meetings of Membership, 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 proposed by any four (4) Directors.
- 5.2.3. Written notice of the place, date and time of the meeting of the Board, and meeting agenda shall be given by the Secretary to each Director, by mail, electronic mail, hand, on the Association's website, or in the Association's Newsletter.
- 5.2.4. If it is not possible for the Board to meet in person, then a written resolution may be circulated physically or electronically to the entire Board. All Board members must indicate their decision in writing. The resolution shall be documented.
- 5.2.5. Any Full or Associate Member of the Association may observe a meeting of the Board.
- 5.2.6. The Board may invite any person to address any of its meetings.
- 5.2.7. Only Members of the Board of Directors may vote at a meeting of the Board.
- 5.2.8. Motions must be passed by a Majority Vote cast by Board Members.
- 5.2.9. **Emergency Meetings of the Board of Directors**
The President may call an emergency meeting of the Board to discuss urgent or unusual items.
 - 5.2.9.1. Notice of the place, date and time of an emergency meeting of the Board, and agenda 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.
 - 5.2.9.2. An emergency meeting shall only consider the business stated in the notice of the emergency meeting.

5.2.10. Closed Meetings

All or part of any meeting of the Board may be closed (in camera) to the public and general membership by a Majority vote of the Directors present. When a meeting is in camera, minutes shall only contain the end results of

motions or decisions made. No motions shall be passed except:

- 5.2.10.1. A motion related to the performance, hiring or firing of an employee.
- 5.2.10.2. A motion related to the suspension or expulsion of a Member.
- 5.2.10.3. A motion to revert to an open meeting.
- 5.2.11. **Quorum for a Meeting of the Board** shall consist of six (6) Directors, or two-thirds (2/3) of the sitting Directors (whichever is less).
- 5.2.12. **Quorum for an Emergency Meeting of the Board** shall consist of five (5) Directors, or one-half (1/2) of the sitting Directors (whichever is less)

5.3. Annual General Meeting

- 5.3.1. The Annual General Meeting of the Association shall be held at a time and place (preferably within the community of 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 membership by method listed under of “**Notice of Meeting**”, and shall be no 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 Treasurers 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. Motions must be passed by a Majority Vote cast by those Members entitled to vote who are present.
- 5.3.6. **Quorum for an Annual General Meeting** shall consist of fifteen (15) Members , or 10% of Members entitled to vote, (whichever is less), as recorded in the Membership Registry and must include a minimum of six (6) Directors, or two-thirds (2/3) of the sitting

Directors (whichever is less).

- 5.3.7. If there are fewer than eleven (11) Members, or fewer than 10% of Members entitled to vote (whichever is less) present at the scheduled time for the Annual General Meeting, the **Board** will call a **Special Meeting of the Membership** to commence no earlier than 15 minutes after the scheduled start-time of the AGM, with the same location and agenda.

5.4. Special Meeting of the Membership

A Special Meeting of the Membership may be called to discuss urgent or unusual items.

- 5.4.1. A Special Meeting of the Membership may be called:
- 5.4.1.1. At the discretion of the Board, as indicated by a Majority vote of the Board.
 - 5.4.1.2. 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 of the Membership and the motion intended.
- 5.4.2. Special Meeting of Membership may only consider the business stated in the Notice of Special Meeting.
- 5.4.3. Notice of the place, date and time of the Special Meeting of the Membership shall be given by the Secretary to membership by method listed under of “**Notice of Meeting**”. A Notice of Meeting of twenty-one (21) days is required to call a Special Meeting of the Membership.
- 5.4.4. Motions or resolutions must be passed by not less than two-thirds (2/3) of the votes cast by those Members entitled to vote who are present.
- 5.4.1. **Quorum for a Special Meeting of the Membership** shall consist of nine (9) Members , or 10% of Members entitled to vote (whichever is less), as recorded in the Membership Registry and must include a minimum of six (6) Directors, or two-thirds (2/3) of the sitting Directors (whichever is less).

5.5. Procedures of Meetings

5.5.1. Presiding Officer

- 5.5.1.1. The President, or an approved designate 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. If all are absent, a chair can be appointed by the president.
- 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. Voting

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.

- 5.5.3.1. The names of Members abstaining or dissenting can be recorded on request.
- 5.5.3.2. Members are not entitled to vote by proxy at any meeting

of the Association's General Membership.

- 5.5.3.3. The Chair does not vote except:
 - 5.5.3.3.1. To break a tie vote, or
 - 5.5.3.3.2. When a secret ballot has been requested.
- 5.5.3.4. 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.
- 5.5.3.5. Any Member may request a **secret ballot**. The request for secret ballot must be supported by a minimum of members, who must be in attendance.
- 5.5.3.6. The results of such a ballot shall be recorded in the Minutes. A tie vote shall defeat the motion.

5.5.4. Voting by Proxy by Directors

Directors of the Association will take a sincere interest in the governing of their association. They should make every effort to attend meetings and be informed about the activities, problems, and operations of the association so that they can cast an educated vote on the business presented at meetings. Should the need arise for a Director to require proxy, the procedures for proxy follow:

- 5.5.4.1. There can be voting by proxy by any Director at any meeting.
- 5.5.4.2. It is used whenever the association has some item of business to vote on which includes, but is not limited to, elections, adopting budgets, removing directors, other monetary expenses, assessments increases or decreases.
- 5.5.4.3. A Director may exercise their right to use proxy voting on no more than two occasions during the fiscal year.

5.5.4.4. Types of Proxies

- 5.5.4.4.1. A **general proxy** is written in such a way that it gives the proxy holder the right to vote as he or she sees fit on any business that may come up at a meeting.
- 5.5.4.4.2. A **limited proxy** includes on the proxy the business that is to be voted on and a place for the Member to tell the proxy holder the way to vote on the business. The proxy holder is legally required to cast the vote the way he has been designated by the Member.
- 5.5.4.4.3. It may be desired to **combine general and limited proxy** (e.g. for an annual meeting). There could be a general proxy for matters that may come up from the Members and unknown to the Board at the time preparing the proxy. This would give the proxy holder the right to vote however he sees fit.
- 5.5.4.5. Information included in the proxy
 - 5.5.4.5.1. The proxy should include the name of the association, the word proxy under it, and a

statement that _____ is the person's proxy for the meeting, and then a place for the Member to sign and date the proxy. If the proxy is a limited proxy it would also include any issues that are to be voted on at the meeting and a place for the Member to check "yes" or "no" or a place to vote for any candidates being considered for office. A proxy also may include when it expires.

- 5.5.4.6. Notice of Proxy
 - 5.5.4.6.1. The Director requiring or delegating the proxy must provide notice to the Secretary.
- 5.5.4.7. Holding Proxy
 - 5.5.4.7.1. Only members may be proxy holders.
 - 5.5.4.7.2. A member may hold no more than one (1) proxy on behalf of another member.
- 5.5.4.8. Proxy as Quorum
 - 5.5.4.8.1. The Association shall allow for proxies to be counted in the quorum of a meeting.
- 5.5.4.9. Revocation of Proxy
 - 5.5.4.9.1. A Director may revoke their proxy at the beginning of the meeting or at any time during the meeting.

6. DIRECTORS

- 6.1.** The Board of Directors shall consist of:
 - 6.1.1. President
 - 6.1.2. Secretary
 - 6.1.3. Treasurer
 - 6.1.4. Vice President Internal
 - 6.1.5. Vice President External
 - 6.1.6. Director (Past President)
 - 6.1.7. Five (5) Directors At Large
- 6.2.** Members of the Board of Directors must be 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. Directors at Large – Two (2) with one-year terms in office, three (3) with two-year terms in office.
- 6.4.** No Director shall hold the office of President for more than four (4) consecutive one-year terms.
- 6.5.** Each Director, at the time of their election and throughout their term of office, shall be a Member of the Association.
- 6.6.** A Director cannot be an employee of the Association.
- 6.7.** Director positions not filled at the Annual General Meeting, or if 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 their position. However, a Director may be reimbursed for reasonable expenses incurred in the performance of their 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.
- 6.10. 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 on the Board again following an absence of one (1) year.

7. PROTECTION AND INDEMNITY OF DIRECTORS

- 7.1. Each Director holds office with protection from the Association. The Association is required to hold Directors liability insurance, which thereby indemnifies each Director against all costs or charges that result from any act done in their 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 their 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 Associations auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

8. REMOVAL OF A DIRECTOR

- 8.1. Any Director shall be automatically removed from office who:
 - 8.1.1. Resigns by giving notice in writing, or
 - 8.1.2. 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.
- 8.2. 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:
 - 8.2.1. The Director fails to act in concert with the Code of Conduct, the Bylaws, the Objectives of the Association, or the goals and resolutions of the Board or membership.
 - 8.2.2. The Directors conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association.
 - 8.2.3. The Director willfully breaches the Bylaws or Policy and Procedures of the Association.
- 8.3. 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 Meeting of the Board called for that purpose.
- 8.4. A Director whose removal has been recommended shall be notified, in writing, no less than twenty-one (21) days prior to said Special Meeting and shall be automatically suspended upon receipt of notification until the resolution is dealt with at said meeting.

- 8.5.** The Board shall notify the Director, in writing, of its decision, within five (5) days following the Special Meeting.

9. DUTIES AND RESPONSIBILITIES

9.1. Duties of the Board

- 9.1.1. To promote the Objectives of the Association.
- 9.1.2. To consult with the membership and the Community in establishing objectives.
- 9.1.3. 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:
- 9.1.3.1. Establish, collect and administer membership fees of the Association.
- 9.1.3.2. 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.
- 9.1.3.3. Hold meetings as herein set forth.
- 9.1.3.4. 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.
- 9.1.3.5. Undertake to further the financial position of the Association, and to make whatever expenditures necessary to carry out its activities.
- 9.1.3.6. Appoint agents and authorize the employment of persons to carry out the Objectives of the Association. Such agents and employee(s) shall have the authority and shall perform the duties as may be assigned by the Board.
- 9.1.3.7. 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.
- 9.1.3.8. Report regularly to the membership regarding Board and Directors' initiatives and decisions, and liaison activities with the Community at Large.

9.2. Duties of President

The President shall:

- 9.2.1. Be responsible for the overall direction and provide leadership to the Association.
- 9.2.2. Chair all meetings of the Association and the Board, but may delegate such authority.
- 9.2.3. Act as the Official Spokesperson for the Association, but may delegate such authority.
- 9.2.4. Be the principal signing authority on all documents and correspondence, and be a designated signing authority on all bank accounts of the Association.
- 9.2.5. With the Secretary, authenticate the use of the Seal of the Association.
- 9.2.6. Have the right to act as an ex-officio member of all committees of the Board.
- 9.2.7. Carry out other duties pertaining to such office, and other

duties as assigned by the Board.

9.3. Duties of the Vice President Internal

The Vice President Internal shall:

- 9.3.1. Assist the President in the discharge of presidential duties.
- 9.3.2. Assist the President in managing the internal affairs of the Association, including Member relations and facilities operations.

9.4. Duties of the Vice President External

The Vice President External shall:

- 9.4.1. Assist the President in managing the external affairs of the Association, including liaison with the media, governments and public agencies.
- 9.4.2. Chair the Development & Planning Committee.

9.5. Duties of the Secretary

The Secretary shall:

- 9.5.1. Ensure that the records of the Association are maintained in complete and accessible fashion:
- 9.5.2. Keep accurate minutes of the Association and shall ensure the approved minutes are available to the Board and Members.
- 9.5.3. Be in charge of all correspondence of the Association under the direction of the President and the Board.
- 9.5.4. Maintain an accurate Membership Registry that records the names and addresses of all Members.
- 9.5.5. Ensure that all Notices of various meetings are prepared and distributed as required by these Bylaws.
- 9.5.6. Ensure that all records of the Association are properly maintained, including *Policies and Procedures* and the Bylaws of the Association.
- 9.5.7. Ensure that any reports required by government agencies are submitted in timely fashion and copies retained and properly filed.
- 9.5.8. With the President, authenticate the use of the Seal of the Association.
- 9.5.9. Maintain the official Minute Book of the Association.
- 9.5.10. Ensure that the records of the Association are maintained in complete and accessible fashion.

9.6. Duties of the Treasurer

The Treasurer shall:

- 9.6.1. 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.
- 9.6.2. Provide a regular 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.
- 9.6.3. Ensure that an audited financial statement is prepared by the appointed auditors and presented at the Annual General Meeting.
- 9.6.4. Ensure that the insurance policies of the Association are kept current.
- 9.6.5. Be a designated signing authority on all bank accounts of the Association.
- 9.6.6. Chair the Finance Committee.

9.7. COMMITTEES, CREATION OF COMMITTEES, APPOINTMENT OF COMMITTEE MEMBERS

Committees of the Board.

- 9.7.1. The Board may, at its discretion, create committees to support the Objectives of the Association. The Chairs of such committees shall be appointed by the Board and shall report to the Board.
- 9.7.2. The Chairs of all committees shall ensure that the membership is kept informed of committee activities.
- 9.7.3. Terms of Reference or other guiding documents created by committees for committee work must be approved by the Board of Directors.
- 9.7.4. If at any time a committee Terms of Reference (or related committee documents) contradicts or conflicts with the Bylaws of the Association, the Bylaws will take precedence.
- 9.7.5. The President shall be ex-officio (non-voting) members of any committee.
- 9.7.6. Standing Committees
There shall be four standing committees of the Board:
 - 9.7.6.1. Nominating Committee
 - 9.7.6.1.1. Chaired by the appointed Director.
 - 9.7.6.2. Finance Committee
 - 9.7.6.2.1. Chaired by the Treasurer.
 - 9.7.6.3. Membership Committee
 - 9.7.6.3.1. Chaired by the appointed Director.
 - 9.7.6.4. Development & Planning Committee
 - 9.7.6.4.1. Chaired by the VP External, or appointed Director.

10. REGISTERED OFFICE

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

11. FINANCE AND AUDIT

- 11.1. The fiscal year of the Association shall end on the last day of June (June 30) each year.
- 11.2. Qualified auditors, selected by the Board and approved at the Annual General Meeting, shall annually audit the accounts of the Association.
- 11.3. The audited financial statements shall be presented to the membership at the Annual General Meeting.
- 11.4. Signing Authority
 - 11.4.1. The Board shall appoint from within its number four (4) signing officers consisting of:
 - 11.4.2. The President
 - 11.4.3. The Treasurer
 - 11.4.4. Any other two (2) Directors at the discretion of the Board.
- 11.5. The President or Treasurer and one other signing officer shall sign all cheques, contracts or other binding documents.
- 11.6. Under no circumstances shall a signing officer sign a cheque payable to that officer.
- 11.7. The Board shall, prior to the Annual General Meeting, prepare and approve a budget for the upcoming fiscal year.
 - 11.7.1. The Board approved budget shall be presented to the Association at the Annual General Meeting.

- 11.8. Acceptance and approval of the budget, by the Board, is approval of the proposed expenditures therein.
- 11.9. Emergency expenditures in excess of budgeted amounts must be approved by a Majority of the Board.

12. LOANS

- 12.1. The Association may borrow funds to meet its objects and operations.
- 12.2. 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 Meeting.

13. MINUTE BOOK

- 13.1. 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.
- 13.2. The Minute Book shall contain:
 - 13.2.1. Current Certificate of Incorporation
 - 13.2.2. Objectives of the Association
 - 13.2.3. Bylaws of the Association
 - 13.2.4. Copies of all documents, registers and resolutions required by law
 - 13.2.5. Copies of the audited financial statements for the preceding year
 - 13.2.6. Copies of the monthly financial reports tabled by the Treasurer
 - 13.2.7. Copies of any other documents or correspondence that Board directs to be included in the official records of the Association.

14. SEAL OF THE SOCIETY

- 14.1. The Board may adopt a seal as the Seal of the Association.
- 14.2. The Secretary shall have custody of the Seal, unless the Board decides otherwise.
- 14.3. The President and the Secretary shall jointly authenticate the use of the Seal.
- 14.4. The Board may, by a Majority vote, appoint alternate Directors to authenticate the use of the Seal.

15. ACCESS TO ASSOCIATION RECORDS

- 15.1. Any Member of the Association has the right to inspect the minutes and financial records of the Association.
- 15.2. A Member wishing to exercise that right must give sixty (60) days written notice to the Secretary or President.
- 15.3. Member will be advised the location and the specific time to inspect the minutes and financial records of the Association.
- 15.4. Member will have view-only access to minutes and financial records of the Association. Copies, pictures or reproduction of any kind is not permitted.
- 15.5. The following documents are available only to the Board and to those involved in the matters related in those documents.
 - 15.5.1. Employee records including performance reviews.
 - 15.5.2. Documents relating to the removal of a Director, or suspension or expulsion of a Member.
 - 15.5.3. Documents which the Board is prohibited by law from releasing or disseminating to the general public.

16. AMENDMENTS

- 16.1. 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 entitled to vote and who are present at a Special or Annual General Meeting.

- 16.2.** 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.
- 16.3.** 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.

17. DISSOLUTION

- 17.1.** In the event of Dissolution of the Association, all assets of the Association shall become the property of the City of Calgary.

Dated at the City of Calgary, in the Province of Alberta, this _____ day of _____, 2018.

President

Witness

Vice President Internal

Witness

Vice President External

Witness

Secretary

Witness

Treasurer

Witness