

CLIFF BUNGALOW-MISSION COMMUNITY ASSOCIATION BYLAWS

Article 1: Definitions and Interpretations

- 1.1 “Act” means the Societies Act (Alberta) 1980 R.S.A., c. S-18, as amended from time to time.
- 1.2 “AGM” means annual general meeting of the Association.
- 1.3 “Association” means the Cliff Bungalow-Mission Community Association incorporated pursuant to the Act on November 29, 1978, and as varied by Change of Name to the Cliff Bungalow–Mission Community Association.
- 1.4 “Board” means the Board of Directors of the Association.
- 1.5 “Board Year” means the period of approximately one year from the conclusion of the Annual General Meeting in one year to the conclusion of the Annual General Meeting in the next year.
- 1.6 “Community” means that geographic area described in the Cliff Bungalow Area Redevelopment Plan approved by the City of Calgary Bylaw No. 2P93 (as amended from time to time) as the Cliff Bungalow Community and that geographic area described in the Mission Area Redevelopment Plan approved by the City of Calgary Bylaw No. 9P82 (as amended from time to time) as the Mission Community.
- 1.7 “fiscal year” means that year commencing September 1st in a calendar year and terminating on August 31st in the following calendar year.
- 1.8 “general meeting” shall include the AGM.
- 1.9 “membership year” means from one AGM (Annual General Meeting) of the Association to the next AGM.
- 1.10 “Officers” shall comprise the following:
 - (a) President;
 - (b) Vice President;
 - (c) Secretary and Treasurer or Secretary/Treasurer, as the case may be;
 - (d) Newsletter Editor; and
 - (e) Past President, being the immediate past president, if that person consents to be an Officer.
- 1.11 “resident” means any natural person over the age of eighteen (18) years who resides as his or her principal place of residence within the Community.
- 1.12 “Special Resolution” means a “special resolution” as defined in the Act.

Article 2: Statement of Objectives

- 2.1 To erect or otherwise provide, operate and maintain a building or buildings and any and all related facilities and equipment for use by members of the Association and the general public.
- 2.2 To provide the equipment to encourage and promote healthy recreation activities and exercises.
- 2.3 To provide the services require to reasonably meet the needs of the community and thereby enhance the quality of life.
- 2.4 To do all things incidental and conducive to the attainment of the above objectives.

Article 3: Membership

- 3.1 Full membership is available only to individuals who reside in the Community and shall include the right to notice of any general meeting and Special Meeting and the right to vote at any such meeting. Associate membership shall be any membership other than full membership, and shall not include the right to notice of any general meeting or the right to vote at any such general meeting. Subject to the foregoing, full membership and associate membership shall be available to any person subject in each case to the conditions that such person:
 - (a) subscribe for membership to the Association in writing in that form approved from time to time by the Board;
 - (b) pay the membership fees established for that membership year.
- 3.2 A person's membership in the Association shall be terminated upon the first to occur of the following events:
 - (a) failure to pay membership fees for any membership year;
 - (b) a simple resolution of the Board to expel that person as a member upon any basis which is considered to be prejudicial to the best interests of the Association, provided however, prior to the vote being taken the member proposed for expulsion shall be given fourteen (14) days notice in writing of the proposed resolution to expel that member, and shall be afforded an opportunity to explain or justify his or her position to the Board at the presentation of the resolution, and at such Board Meeting no person other than the Board and the person proposed for expulsion and any necessary witnesses shall be present;
 - (c) upon the receipt by the Secretary of a notice in writing from a person resigning and withdrawing their membership in the Association.and thereupon such person's membership shall terminate.

- 3.3 The Board shall establish membership fees from time to time for members of the Association and for the purposes thereof the Board may establish different fees for different groups or classes of members as the Board in its discretion considers proper, and without limiting the foregoing the Board may provide for different fees for full members, associate members, honorary members, business or commercial members, family members, youth members or senior members.
- 3.4 No member of the Association is liable for the debt or liability of the Association as a consequence of his or her membership.
- 3.5 A person's membership in the Association is not transferable.

Article 4: Meeting of Members

- 4.1 The Association shall hold an AGM of members on or before the last day of December in each and every year.
- 4.2 The Board shall determine the date for the AGM and thereafter cause the members to be given a minimum of seven (7) days notice in writing of the date, time and place of the AGM.
- 4.3 In addition to the foregoing, general meetings or Special Meetings of the Association may be called from time to time and at any time by the President, Board, or upon receipt of written petition of a minimum of thirty (30) members in good standing of the Association, and thereupon the President or the Secretary shall forthwith designate a time and place for a general meeting (in the event of the receipt of a petition the general meeting shall be held no later than twenty-one (21) days from the date of receipt of the petition) and shall thereupon give members a minimum of seven (7) days notice of the meeting and the purpose of the meeting.
- 4.4 Notice of a Special Meeting shall not be less than 21 days and shall be provided as set out in Article 12.3 herein.
- 4.5 Seven (7) of the full members in good standing shall constitute a quorum at any general meeting or Special Meeting of the Association. In the event no quorum is present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be dissolved.
- 4.6 At any general meeting or Special Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless upon motion duly seconded and passed by simple majority, the meeting resolves to determine the resolution by secret ballot in which case it shall be determined by secret ballot.
- 4.7 The Chair shall not vote but, in the event of a tie vote, shall have the deciding vote.
- 4.8 At all meetings of members the President shall have the Chair, but in his or her absence the Vice President shall have the Chair. In the absence of the Vice President, the Newsletter Editor shall have the Chair.

- 4.9 Each full member shall be entitled to vote at all meetings of members.
- 4.10 Voting may be in person only. There shall be no voting by proxy at any meeting of members.
- 4.11 Notwithstanding any other term and provision herein contained, a general meeting may, by a Special Resolution, vote nonconfidence in the Board and immediately thereafter nomination for the Board shall be taken from the floor of the general meeting, and a replacement interim Board elected to serve until the next AGM of the Association.
- 4.12 The Secretary or such other person approved at an AGM or Special Meeting shall act as clerk thereof and shall record all votes and minutes of members in the books to be kept for that purpose.

Article 5: Board of Directors

- 5.1 The Board shall be composed of no fewer than six (6) Directors and no more than fifteen (15) Directors, and the Board shall by simple resolution in each year determine the maximum number of Directors it requires to have for the next Board year.
- 5.2 Members eligible for election as a Director may be nominated from the floor at the Annual General Meeting.
- 5.3 Directors and Officers shall be elected by simple majority vote at the Annual General Meeting.
- 5.4 Directors elected at the Annual General Meeting shall serve for a term of office for the next Board Year.
- 5.5 Directors shall be entitled to stand for nomination and re-election to the Board upon expiry of their term, for such term as is determined by the Board.
- 5.6 The office of a Director shall be vacated upon the first to occur of the following events:
- (a) the failure of the Director to attend three (3) consecutive meetings of the Board without excuse satisfactory to the Board;
 - (b) a vote of nonconfidence by the full members in accordance with paragraph 4.11;
 - (c) the Director ceasing to be a member of the Association;
 - (d) the receipt by the Secretary of the written resignation of the Director;
 - (e) upon resolution of the Board to expel the Director passed by the vote of not less than 75% of the members of the Board in attendance at that meeting provided however that all members of the Board shall be given fourteen (14) days notice in writing of the proposed resolution.
- 5.7 The Board may from time to time appoint from its members replacement Directors to fill the vacancies on the Board, the term of which appointment shall be until the next Annual General Meeting.

- 5.8 The Secretary or such other person approved at a meeting of Directors shall act as clerk thereof and shall record all votes and minutes of meeting of Directors in the books to be kept for that purpose.

Article 6: Powers of the Board

- 6.1 The Board shall, subject only to these Bylaws and the Act, have full control and management of the business and affairs of the Association, and without limiting the foregoing, the Board shall:
- (a) establish general policy in adherence to and advancement of the objectives of the Association;
 - (b) exercise control over and supervise the functions, activities and undertakings of the Association;
 - (c) delegate such of its duties, powers and obligations from time to time to such of its Officers, Directors, committees, and members as the Board may, in its discretion from time to time, consider proper and advantageous for the achievement of the objects of the Association;
 - (d) determine the policies, programs, and budgets of the Association and in all respects conduct the affairs of the Association as it, in its discretion, considers fit;
 - (e) borrow, raise or secure the payment of money in such manner as the Board thinks fit, and without restricting the foregoing by the issue of debentures, provided however that in no case shall debentures be issued without the sanction of a Special Resolution;
 - (f) perform all such other duties as may generally be within the normal jurisdiction of the Board;
 - (g) refer matters to a general meeting for directions or advice.

Article 7: Meeting of the Board of Directors

- 7.1 The Board shall convene at the call of the President or such person or persons as may be directed by him to consider all matters referred to it for decision.
- 7.2 At any meeting of the Board, four of the members of the Board shall form a quorum for the transaction of business.
- 7.3 If there is no quorum within fifteen (15) minutes after the time for which the meeting has been called, the meeting shall stand adjourned to the same time and place one week later and thereat the Board members present shall constitute a quorum, the meeting shall be conducted and its conclusions and resolutions are thereupon binding.
- 7.4 Verbal or written notice shall be given to each Board member of each Board meeting of at least two (2) days prior to such meeting.
- 7.5 Any resolution shall be valid in the absence of a meeting if unanimous agreement in writing is obtained thereto from all Board members.

- 7.6 Any two (2) members of the Board may in writing demand a Board meeting by delivering to the Secretary and the President a notice of such demand. Upon receipt of such demand the President shall convene such meeting not later than fourteen (14) days from the date of receipt of such demand.
- 7.7 At all Board meetings the President shall be the Chair. In the absence of the President, the Vice President shall be Chair. In the absence of the Vice President, the Newsletter Editor shall be Chair. In the absence of the President, Vice President and Newsletter Editor, the Board members present shall elect the Chair from themselves for that meeting.
- 7.8 At all Board meetings, every question shall be determined by a majority of votes by a show of hands of all Board members present, excepting the Chair who shall not vote unless a vote is tied, in which case the Chair shall cast the deciding vote.

Article 8: Officers

- 8.1 Every Officer must be a member of the Board.
- 8.2 In the event of a vacancy in the Officers, the President shall be empowered to appoint a replacement Officer from among the Board members, but it shall be necessary for the Board to ratify such appointment at the next Board meeting, failing which the appointment shall be forthwith vacated and the Board shall thereupon appoint a replacement Officer.
- 8.3 All Officers shall assume their duties immediately after their election or appointment, and they shall continue in such office until they resign, become disqualified to hold office, or until the appointment of new Officers.
- 8.4 The President shall:
- (a) be the Chief Executive Officer of the Association;
 - (b) endeavour to preside at all meetings of the Association and of its Board;
 - (c) be the official spokesperson for the Association, but he or she may delegate such power in regard to public pronouncements to such member of the Association as he or she may decide;
 - (d) establish and maintain relationships and representation with all relevant levels of government and external organizations and institutions;
 - (e) be *ex officio* a member of every committee;
 - (f) do such other acts and deeds as from time to time are required of him or her by the Board.

8.5 The Vice President shall:

- (a) be *ex officio* a member of every committee;
- (b) endeavour to preside at all meetings of the Association and of its Board in the absence of the President;
- (c) be the official spokesperson for the Association in the absence of the President;

- (d) assist the President in carrying out his or her duties in a manner agreeable to both parties;
- (e) do such other acts and deeds as from time to time are required of him or her by the Board.

8.6 The Secretary shall:

- (a) maintain minutes of all meetings of the Association, its Board and he or she shall be the clerk thereof;
- (b) maintain accurate records of members in accordance with the Act;
- (c) be responsible for the transmission of notices on the directions of the President;
- (d) be responsible for filings of documents prescribed by the Act;
- (e) be responsible for the safekeeping of all records and documents for the Association;
- (f) perform such other duties as the Board may from time to time direct.

8.7 The Treasurer shall:

- (a) be responsible for the maintenance of all books of account and financial records required by the Act, the Board, and the auditor or otherwise;
- (b) prepare or have prepared under his or her direction the proposed budget;
- (c) establish and maintain adequate systems to ensure that the funds of the Association are properly received, adequately protected, and properly deposited, and accounted for in accordance with normal and accepted accounting procedures and principles;
- (d) assist the President and the Board in such other areas of financial control as the President may require.

8.8 The Newsletter Editor shall:

- (a) be responsible for publicity and communication between the Board and the community through the community newsletter;
- (b) chair a newsletter editorial committee;
- (c) do such other acts and deeds as from time to time are required of him or her by the Board.

8.9 The Past President shall:

- (a) assist the President and the Board in an advisory capacity.

8.10 The Association may have a Corporate Seal, in which case the Corporate Seal shall be kept with the President.

Article 9: Amendments to Bylaws

9.1 These Bylaws may be rescinded, altered or added to by Special Resolution.

Article 10: Auditing and Inspection

- 10.1 Subject to the provisions herein, the books, accounts and records of the Association shall be audited annually for each fiscal year by a duly qualified accountant appointed by general meeting, or audited or approved by two full members of the Association elected for that purpose at the AGM, and a complete and proper statement of the standing of the books for the previous year shall be submitted by or on behalf of such auditor or auditors at the AGM. Notwithstanding the above, the members may by Special Resolution dispense with the requirement for an audit until the next AGM.
- 10.2 The books and records of the Association may be inspected by any full member at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of the same.

Article 11: Dissolution

- 11.1 In the event of the dissolution or winding up of the Association, any assets remaining after payment of its debts and obligations shall be distributed to the City of Calgary, or to any recognized charitable body in Canada as selected by Special Resolution at the General Meeting at which the Special Resolution to surrender the Association's Certificate of Incorporation is passed.

Article 12: Miscellaneous

- 12.1 No Officer or Director shall receive remuneration for services performed as a Director, Officer or member.
- 12.2 The Association shall indemnify a Director or Officer, a former Director or Officer, from and against any liability and all costs, charges and expenses that he or she sustains or incurs in respect to any action, suit or proceedings which is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office except where such liability relates to his or her failure to act honestly or in good faith with a view to the best interests of the Association.
- 12.3 Any notice or document required to be sent to any member, Director or Officer, may be sent by prepaid mail or delivered to such member, Director or Officer at his or her latest address as shown in the records of the Association, and notice shall be deemed to have been given when such notice is deposited postage prepaid in a post office, public letter box or delivered. The non receipt of notice by any person entitled to receive any notice, shall not invalidate the meeting or any resolutions passed at such meeting.

Notwithstanding any of the above, any notice to be provided to members in respect of a general meeting or a Special Meeting may be provided by regular mail or by publication in a daily Calgary newspaper or in the community newsletter.

- 12.4 Whenever used the singular and masculine shall be deemed to include the plural or feminine unless any context otherwise require.
- 12.5 The Bylaws herein shall replace and supercede any and all Bylaws of the Association in effect prior to the effective date hereof. The effective date of these Bylaws shall be the date of receipt and filing by the Registrar of Corporations of the Special Resolutions adopting these Bylaws.