



Langdon Community Association
Langdon, Alberta Toj 1Xo

THE LANGDON COMMUNITY ASSOCIATION
SOCIETY # 50219986
HEREINAFTER REFERRED TO AS THE ASSOCIATION

Article I. Bylaws

SECTION 1 DESCRIPTION

(1980) These Bylaws represent the structural, organization and operational terms of reference which shall be used by the Association in fulfilling its registered objects.

SECTION 2 AMENDMENTS

(1980) Registered objects and/or Bylaws may be altered, rescinded, or added to by the General Membership by extraordinary resolution as defined in the Societies Act 1970 and amendments thereto.

The procedure for amending registered Objects and/or Bylaws shall be as follows:

Proposed amendments must be presented in writing to the Secretary of the Board at least 14 days in advance of a General or Special or meeting may then approve or disapprove by a $(\frac{3}{4})$ Three/Quarter majority vote a single resolution that will rescind the current objects and/or Bylaws (or portion thereof) in their stead.

Article II. Boundaries

SECTION 1 GEOGRAPHIC BOUNDARIES

(Amended June 07,2004)

The boundaries of the Association shall be:

The boundaries of the Hamlet of Langdon, as defined in the Area Structure Plan, and the surrounding rural area. The surrounding rural area shall be defined as north of Highway 22X, south of the Trans Canada Highway (Highway 1), west of Boundary Road, and East of Highway 791. Residents of other Hamlets, Towns or Cities included in these rural boundaries do not fall under the boundaries of the Association.



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Article III. Membership

SECTION 1 – ELIGIBILITY

(Amended June 07,2004)

- A. A person is eligible for voting membership in good standing:
- 1) upon payment of the designated annual membership fee,
 - 2) provided he/she resides within the geographic boundaries described in Article II, Section 1
- B. A person is eligible for non-voting membership in good standing:
- 1) upon payment of the designated annual membership fee,
 - 2) provided he/she does not reside within the geographic boundaries described in Article II, Section 1

SECTION 2 – TYPES OF MEMBERSHIP

(Amended February 2015)

- | | |
|-------------------|--|
| A. FAMILY | two or more related members of a single household |
| B. INDIVIDUAL | one member of a single household |
| C. HONORARY | any individual deemed eligible by a majority vote of member of the Board of Directors to which the membership will be honored for one year after the expiration of their position on the Board |
| D. SERVING MEMBER | After completion of one full term, the Honorary Member will have no fee for the duration of continuous terms |

SECTION 3 – RESIGNATIONS

(1980)

A member may withdraw from membership by giving written notice of intention to withdraw to a member of the Board of Directors, and the refunding of any monies or membership fees will be at the discretion of the Board of Directors.

SECTION 4 – SUSPENSIONS

(1980)



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A member may be suspended from membership for causes deemed reasonable by three/quarters vote of the Board of Directors.

A Director who has been recommended for suspension shall be give notice at least two weeks prior to a Board of Directors meeting, at which time the said member shall have the opportunity to be heard or to submit a statement in writing.

Members who have been suspended and declared to be not in good standing may, upon application for reinstatement, be reinstated as a member in good standing by a three/quarter vote of the Board of Directors.

SECTION 5 – MEMBERSHIP FEES

(Amended June 2004)

- A. The membership year is February 1 to January 31
- B. The Board decides membership fees for each category of members

SECTION 6 – RIGHTS AND PRIVILEGES OF MEMBERS

(Amended February 2015)

- A. Voting Members
 - 1) must be 18 years of age
 - 2) must be Members in good standing
 - 3) must hold either a Family Membership or an Individual Membership
- B. Number of Votes
 - 1) Family Memberships are entitled to (1) one vote per adult member of a single household (Maximum of 2 adults)
 - 2) Individual Memberships are entitled to one vote per membership

Article IV. Governing Structure

SECTION 1 - STRUCTURE

(1980)

The Association shall be governed by its members through a board of Directors



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SECTION 2 – NUMBER AND COMPOSITION

(Amended June 2004)

The board of directors shall consist of a minimum of but not limited to eleven members.

The board consists of:

- A. ~~the Executive Officers, consisting of the President, Vice President, Secretary and Treasurer~~ **Amended – Chair, Vice Chair, Secretary and Treasurer**
- B. ~~the immediate Past President~~ **Amended – the immediate Past Chair**
- C. ~~the remaining Directors at Large, numbering at least seven to ensure eleven voting members on the Board of Directors~~ **Amended – the remaining Board of Directors, numbering at least seven to ensure eleven voting members in the Board of Directors**

~~The Executive and the Directors at Large will be elected at the Annual General Meeting from among the voting members present.~~ **Amended – All board of directors will be elected at the Annual General Meeting from among the voting members present.**

SECTION 3 – TERM

(Amended February 2015)

~~The Executive Officers and Directors shall serve a term that ends at~~

~~following:~~ **Amended – The Board of Directors shall serve a term that ends at following:**

- A. ~~the Vice President~~ **Amended – Chair** and Treasurer, each serving a term that ends at the close of the odd numbered year following the Annual General Meeting at which these Directors were elected;
- B. ~~the President~~ **Amended- Chair** and the Secretary, each serving a term that ends at the close of the even numbered year following the Annual General Meeting at which these Directors were elected;
- C. four Directors, each serving a term that ends at the close of the odd numbered year following the Annual General Meeting at which these Directors were elected;
- D. a minimum of three Directors, each serving a term that ends at the close of the even numbered year following the Annual General Meeting at which these Directors were elected;

~~At each succeeding Annual General Meeting of the Board, Voting Members elect two Executive Officers,~~ **Amended – At each succeeding Annual General Meeting of the Board, voting members elect two Board of Directors – one year Vice Chair and Treasurer and the next year Chair and Secretary**

and a sufficient number of Directors to replace Directors ~~who have served two years,~~ to ensure the board numbers a minimum of eleven Directors.



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Positions that are vacated prior to the end of the two year term will be filled according to the procedure outlined in Article IV, Section 7 until the next Annual General Meeting, at which time the position will be open for election.

Voting members may elect any Director of the Board for a maximum of three consecutive terms.

SECTION 4 - AUTHORITY

(1980)

The Board of Directors will have vested authority to act on behalf of and in the best interests of the Association. The Board of Directors shall be governed by the Association Registered Bylaws. The Board of Directors may extend its authority only through amendments to the Registered Objects and/or Bylaws.

Internal rules governing the operation of the Association may be established by a majority vote of the Board of Directors provided such rules do not exceed authority permitted by these Bylaws or the Societies Act 1970 and amendments thereto and are approved at the first Board meeting after the election of the Board of Directors.

SECTION 5 – CORPORATE SEAL

(1980)

The Association shall obtain a Corporate Seal which shall be the responsibility of the Secretary and shall only be affixed to documents having been approved by the Board of Directors. Such documents shall carry the signature of the ~~President and one other member of the executive.~~ **Amended – Chair and another member of the board of directors.**

SECTION 6 – REMUNERATION

(1980)

No member of the Board of Directors shall receive remuneration of any kind for Board of Director services, unless approved by three/quarters of the majority of members of a General or Special Meeting.



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SECTION 7 – RESIGNATION OR REMOVAL OF A DIRECTOR

(Amended June 2004)

Any Director may resign from office by giving one month's notice in writing to the Secretary of the Board. If the Secretary is resigning, written notice must be given to the ~~President~~ **Amended - Chair**. The resignation takes effect either at the end of the month's notice, or on the date that the Board accepts the resignation.

A member of the Board of Directors may be relieved of their duties and authorities by a majority vote of those present at a Special General Meeting called specifically for this purpose.

A Director that has been recommended for suspension shall be given written notice a minimum of two weeks prior to the Special General Meeting. The notice must indicate the reason for suspension and the individual or parties that have put forth the motion for suspension. The Director will have the opportunity to speak, have a representative present to speak on their behalf at this meeting, or submit a written statement.

If, after the vote of those present at the Special General Meeting, there is not a majority consensus on the suspension, the matter shall be deemed closed and will not be re-opened for voting at a later meeting.

If there is a vacancy on the Board, the position will be advertised in a local newspaper allowing interested parties to respond. The remaining Directors may appoint, by majority vote, a Voting Member, in good standing to fill the vacancy for the remainder of the term from interested parties. The position will be considered up for election at the next Annual General Meeting, regardless of how far into the two year term the vacating Director was at the time of resignation or removal.

Article V. Duties and Responsibilities of the Board of Directors

SECTION 1 – ~~PRESIDENT~~ **Amended - Chair**

(1980)

The ~~President~~ **Amended – Chair** is the Association's Chief Executive Officer and is the primary spokesman of the Association. ~~He/she fulfills~~ **Amended - They fulfill** a coordinating, motivating, and mediating role with the Association's Board of Directors, committees or any other group within the Association. ~~He/she is a member of all committees set up by the Association.~~ **Amended – They are a member of at least three committees set up by the Association. They will chair all association meetings.**



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SECTION 2 – VICE PRESIDENT ~~Amended – Vice Chair~~

(1980)

~~The Vice President will assist the President and perform the duties of the President in his/her absence.~~ **Amended – The Vice Chair will assist the Chair and perform the duties of the Chair in their absence. They are a member of at least two committees set up by the Association.**

SECTION 3 - SECRETARY

(1980)

The secretary is responsible for recording and maintaining minutes of all Board of Directors, Annual, and General Meetings, documentation of pertinent Association business, correspondence, and implementing “DUE NOTICE” proceedings and shall be responsible for the Corporate Seal.

SECTION 4 - TREASURER

(1980)

The Treasurer is responsible for all financial transactions, financial accounts, budgets, financial audit procedures and reporting of same to the Board members and those branches of government as may be required.

SECTION 5 – IMMEDIATE PAST PRESIDENT ~~Amended - CHAIR~~

(1980)

The Immediate Past ~~President~~ **Amended – Chair** will assist the Board of Directors in an advisory capacity, but will be without a vote on matters applying to the Board of Directors.

SECTION 6 – DIRECTORS AT LARGE ~~Amended – BOARD OF DIRECTORS~~

(1980)

~~Directors at large may be appointed to chair committees set up by the Board of Directors.~~ **Amended – Each Director of the Board must be a member of at least one committee.**



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Article VI. Meetings

SECTION 1 – ANNUAL GENERAL MEETING

(Amended June 2004)

The Annual General Meeting shall be held within fifteen months of the previous Annual General Membership Meeting.

~~SECTION 2 – SPECIAL MEETING~~

~~(1980)~~

~~A special meeting may be called at any time to expedite any matter that requires immediate membership attention and/or authority.~~

~~Amended - delete~~

SECTION 3 – BOARD OF DIRECTOR MEETINGS

(1980)

Board of Director meetings shall be held no less than once every three months.

~~SECTION 4 – EXECUTIVE OFFICERS MEETINGS~~

~~(1980)~~

~~Executive Officers meetings shall be held no less than once every three months.~~

~~Amended - Delete~~

SECTION 5 – PROGRAM COMMITTEE MEETINGS

(1980)

The Program Committee meetings shall be held whenever deemed necessary by the Program Committee ~~Chairman~~. ~~Amended - Lead~~

SECTION 6 – EXTRA MEETINGS ~~Amended – Special meetings~~

(1980)

Special Meetings may be requested in writing to the Board of Directors by any five voting members of the Association in good standing. This meeting shall be held within 30 days of receipt of the aforementioned written notice.



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Article VII. Due Notice

SECTION 1 – ANNUAL, GENERAL OR SPECIAL MEMBERSHIP MEETINGS

(1980)

Due Notice shall be given to each Association member no less than seven days prior to the called meeting and shall include the agenda and notice of extraordinary resolutions that may be presented to the membership.

SECTION 2 – BOARD OF DIRECTORS MEETINGS

(1980)

Due notice shall be given to each member of the Board of Directors no less than seventy two hours prior to the meeting date.

~~SECTION 3 – EXECUTIVE OFFICERS MEETINGS~~

~~(1980)~~

~~Due notice shall be given to each Executive Officer no less than forty eight hours prior to the meeting.~~

Amended - Delete

SECTION 4 – PROGRAM COMMITTEE MEETING

(1980)

Due notice shall be given to each member of a committee no less than seventy two hours prior to the meeting.

SECTION 5 – MEANS OF DELIVERY

(Amended February 2015)

~~Due Notice shall be considered to be given when delivery is made to the household in at least two of the following methods~~ **Amended – Due Notice shall be considered to be given when delivery is made to the household in at least two of the following methods for Annual General Meeting and at least one of the following methods for all other meetings** : post office, for publication in a newspaper, email or on the public website of the association, either written or oral.



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Article VIII. Quorums

SECTION 1 – ANNUAL GENERAL AND SPECIAL MEETINGS

(Amended June 2004)

An official quorum shall not be less than 20 voting members in good standing plus a simple majority of the Board of Directors.

SECTION 2 – BOARD OF DIRECTORS MEETINGS

(Amended February 2015)

An official quorum shall be 50% +1 members of the Board of Directors

~~SECTION 3 – EXECUTIVE OFFICERS MEETINGS~~

~~(1980)~~

~~An official quorum shall be no less than 3 voting Executive Officers.~~

~~Amended - Delete~~

SECTION 4 – PROGRAM COMMITTEE MEETINGS

(1980)

An official quorum shall be 3 members of the committee

Article IX. Voting

SECTION 1 – ELIGIBILITY

(Amended February 2015)

The procedure for voting at the Annual General Meeting shall be as follows:

- A. open Board positions shall be published in the public website of the association a minimum of one month prior to the Annual General Meeting.
- B. individuals can be nominated for a position by another member or maybe self nominated
- C. Where there are two or more individuals interested in the same Board position, ballots will be cast by all eligible members in attendance at the Annual General Meeting. In the further event there are two or more individuals interested in the same position, the interested parties and/or his/her agent may speak to the position they are running for as to why they would be the ideal candidate. The individual with the most votes for the



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specific position they were running from shall be considered the successful candidate for the position. ~~In the event of a tie, the President, or Vice President in the years the President's position is being voted on, will cast the deciding vote.~~ **AMENDED – In the event of a tie, the Chair, or Vice Chair in the years the Chair's position is being voted on, will cast the deciding vote**

Article X. Finances

SECTION 1 – FISCAL YEAR

(1980)

~~The Association's fiscal year shall end on December 31 in each calendar year~~

Amended – The Association's fiscal year shall end on January 31 in each calendar year.

SECTION 2 – LIMITS OF SPENDING

(Amended June 2004)

The limits of spending of the Association's funds are:

- A. For items related to the day to day operations of the Association, that arise due to normal operations, and that are not part of program delivery, specific events or capital projects:

- 1) ~~Up to \$500.00 – any two signing officers~~ **Amended – Up to \$200.00 – any two signing officers**
- 2) ~~Over \$500.00 – majority of the Executive~~ **Amended – Over \$200.00 – majority of the Board of Directors**

- B. For items not related to the day to day operations of the Association and are not part of an approved budget related to the current year's program delivery or a specific capital project:

- 1) ~~Up to \$500.00 – any two signing officers~~ **Amended – Up to \$200.00 – any two signing officers**
- 2) ~~Over \$500.00 – majority of the Executive~~ **Amended – Over \$200.00 – majority of the Board of Directors**

- C. Major capital projects and current year's program delivery will have a budget prepared prior to commencement of the project or program, which will be approved by the majority of the Board of Directors prior to commencement. Individual expenditures contained in the budget are considered approved at



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the time of the budget approval and will not be subject to additional spending limits. Expenditures above and beyond those contained in an approved budget, or changing the scope of the project or program, must be approved as follows on a cumulative basis:

- 1) ~~spending up to an additional \$500.00 over the original budget total – any two signing officers~~ **Amended – spending up to an additional \$200.00 over the original budget total – any two signing officers**
- 2) ~~spending amounts between \$501.00 to \$1,000.00 over the original budget total – majority of the Board of Directors~~ **Amended – spending amounts over \$200.00 over the original budget total – majority of the Board of Directors**

SECTION 3 – ACCOUNTS AND AUDITS

(Amended June 2004)

The books and accounts of the Association shall be kept in accordance with sound accounting practices. An individual or individuals, appointed by the Board of Directors, who are not members of the Board of Directors or Executive, shall prepare financial statements for the fiscal year. The individual or individuals shall be qualified to prepare financial statements for a Non Profit Organization on a compilation basis. The financial statements will be presented to the Board of Directors for their approval within 90 days of the fiscal year end or ~~March 30~~ **Amended – April 30**

SECTION 4 – SIGNING OFFICERS

(1980)

~~All cheques drawn on the Association's bank account shall be signed by the Treasurer (Vice President in the Treasurer's absence) and any one of the following: President, Vice President, or Secretary~~ **Amended – All cheques drawn on the Association's bank account shall be signed by the Treasurer (Vice Chair in the Treasurer's absence) and any one of the following: Chair, Vice Chair or Secretary.**

SECTION 5 – BORROWING

(1980)

No member of the Association may undertake to secure a loan or debt on behalf of the Association without the approval of three/quarters vote of the Board of Directors.



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Article XI. Inspection

SECTION 1 – INSPECTION

(1980)

All books and records of the Association may be inspected by any member of the association at the normal place of business of the Association upon receipt of a 15 day written notice to ~~any Executive Officer of the Association~~ **Amended – the Chair, Vice Chair, Secretary or Treasurer.**

Article XII. Rules of Order

SECTION 1 – ROBERTS RULES OF ORDER

(1980)

In the event that the Association's Bylaws and/or Objects do not encompass all matters which may arise, Roberts Rules of Order shall be constructed as governing rules, insofar as they do not conflict with the Societies Act.

Article XIII. Dissolution of Association

SECTION 1 – DISSOLUTION

(1980)

In the event of the dissolution of the Association all assets and liabilities of the Association shall become the property of the MD of Rockyview No. 44

Article XIV. Conflict of Interest

(February 2015)

In the event that a member of the Board of Directors or any officer or any member of their respective immediate families has any direct or indirect financial interest in any matter or is a party to a material contract or proposed material contract or has a material interest in any person, corporation, partnership or other organization or entity which is a party to a material contract or proposed material contract (a "Conflicted Matter") before the Board of Directors or any committee of the Board of Directors (other than a matter pertaining to the remuneration, reimbursement, indemnity or protection of any person or in its capacity as a Director or officer), that Director or officer (a "Conflicted Director or Officer") shall fully disclose the nature and extent of his or her interest by written notice or by verbal declaration at any meeting of the Board of Directors or of such committee and such declaration shall be recorded in the minutes of such meeting, and that



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Conflicted Director or Officer shall absent ~~himself or herself~~ **Amended – themselves** from the meeting while such matter is under discussion and during any vote on such matter.