

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2018/06/12

The Bylaws are filed as of 2018/06/12

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Legal Entity Name: LANGDON COMMUNITY ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual Return

File Year	Date Filed
2017	2018/06/12
2016	2016/09/01
2015	2016/02/25

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000499000368723	1999/12/10
Annual Return Form	10000800000274359	2000/12/28
Annual Return Form	10000800000275146	2000/12/28
Notice of Address	10000103000348649	2003/10/17
Audited Financial Statement	10000503000354209	2003/12/02
Annual Return Form	10000703000354208	2003/12/02
Audited Financial Statement	10000903000354207	2003/12/02
Annual Return Form	10000103000354206	2003/12/02
Audited Financial Statement	10000303000354205	2003/12/02
Annual Return Form	10000603000354204	2003/12/02
Bylaws	10000803000663319	2004/06/07
Special Resolution	10000003000663318	2004/06/07

Registration Authorized By: NICOLE PORQUET-SEITZ
SECRETARY

RECEIVED
DR
JUN 12 2018
CORPORATE REGISTRY

SPECIAL RESOLUTION – AMENDING BYLAWS

I hereby certify that the following special resolution was passed at a meeting of the members of the Langdon Community Association on March 11, 2018.

The bylaws of the Association were changed as follows:
The existing bylaws are repealed. They are replaced by the attached Bylaws

Date: April 17/18

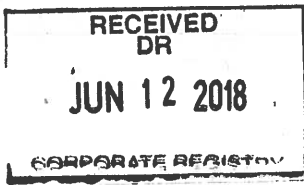
Signature: 
(original ink signature of authorized officer)

Title: Secretary
(title of person who signed)

Printed Name:
Nicole Porquet-Seitz

FILED 110
JUN 12 2018
Registrar of Corporations
Province of Alberta


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BYLAWS of

The Langdon Community Association

Article 1 – Defining and Interpreting the Bylaws

1.1 Definitions

When construing the bylaws, reference shall be made to the Societies Act. Words and expressions used in the bylaws shall, unless otherwise stated in the context, have the same meaning as used in the Act.

In these bylaws, the following words have these meanings.

1.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

1.1.2 Annual General Meeting (AGM) means the annual general meeting described in Article 4.1.

1.1.3 Board means the Board of Directors of this association.

1.1.4 Bylaws means the bylaws of this association as amended.

1.1.5 Lead means any person elected or appointed to the board. This includes the chair and the immediate past chair.

1.1.6 Member means a member of the association as defined in Article 2.

1.1.7 Officers means chair, vice chair, secretary, treasurer and past chair.

1.1.8 Registered Office means the registered address and office for the Society.

1.1.9 Register of Members means the register maintained by the board of directors containing the names of the members of the association.

1.1.10 Association means the Langdon Community Association of Alberta.

1.1.11 Special Meeting means the special meeting described in Article 3.2

1.1.12 Special Resolution means:

- a. a resolution passed at a general meeting of the membership of this association. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting members who vote in person;

2. Families- two or more related members of a single household (1 vote each for up to 2 members 18+ in the family)
- b. Appointed Liaison from the County of Rocky View, Non-Voting
 - c. Associate Member, Non-Voting
 1. Individuals or a representative of a group who participate or volunteer occasionally at the facility, wish to be involved in the association, and agree to adhere to the code of conduct and conflict of interest agreement
 2. Business or employee membership
 3. Appointed liaisons from associated organizations, or political groups
 - d. Honorary Member – Non-Voting
 1. Individuals who have made exceptional contributions to the Langdon Community Association, over the years
 2. Voted in by 75% approval of board
 3. Any individual deemed eligible by a majority vote of the board of directors to which the membership will be honored for one year after the expiration of their position on the board

2.1.1 Voting Members

- a. Shall be entitled to vote at all annual general meetings (AGMs) and special meetings of the membership
- c. Shall be required to pay an annual membership fee in accordance with provisions of the bylaws
- d. May be eligible to stand for any of the board executive positions
- e. Are eligible to benefits and services provided by the association
- f. Must be over 18 years of age
- g. Must not be employed by or hold a lease from the association

2.1.2 Associate Members

- a. Shall not be entitled to vote, or hold office.
- b. May be an individual or a supporting business.
- c. May be appointed to committees of the Board.
- d. May be an employee of LCA, or business leasing from LCA.
- d. Shall be entitled to notice of, and may speak at, AGMs of the association.

2.2 Admission of Members

Any individual may become a member in the appropriate category by meeting the requirements in Article 2.1. The individual will be entered as a member under the appropriate category in the register of members.

d. if the member has done or failed to prevent anything judged to be harmful to the association.

2.5.2 Notice to the Member

2.5.2.1 The affected member will receive written notice of the board's intention to deal with whether that member should be suspended or not. The member will receive at least one (1) weeks' notice before the special meeting.

2.5.2.2 The notice will be sent by single registered mail to the last known address of the member shown in the records of the association. The notice may also be delivered by an officer of the board.

2.5.2.3 The notice will state the reasons why suspension is being considered.

2.5.3 Decision of the Board

2.5.3.1 The member will have an opportunity to appear before the board to address the matter. The board may allow another person to accompany the member.

2.5.3.2 The board will determine how the matter will be dealt with, and may limit the time given the member to address the board.

2.5.3.3 The board may exclude the member from its discussion of the matter, including the deciding vote.

2.5.3.4 The decision of the board is final.

2.5.3.5 Members who have been suspended and declared not to be in good standing may, upon application for reinstatement, be reinstated as a member in good standing by a 75% vote of the board of directors.

2.6 Termination of Membership

2.6.1 Resignation

2.6.1.1.1 Any Member may resign from the association by sending or delivering a written notice to the secretary or chair of the association.

2.6.1.1.2 Once the notice is received, the member's name is removed from the register of members. The member is considered to have ceased being a member on the date his name is removed from the register of members. Another representative will be requested.

2.6.4.3 This decision is final.

2.6.4.4 On passage of the special resolution, the name of the Member Organization is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

a. A meeting must be held for members to attend with at least a 75 percent attendance from the then existing Board to consider the expulsion or suspension of a Member.

2.7 Transmission of Membership

No right or privilege of any member organization is transferable to another person or organization. All rights and privileges cease when the member resigns, dies, or is expelled from the association.

2.8 Continued Liability for Debts Due

Although a member ceases to be a member, by death, resignation or otherwise, they are liable for any debts owing to the association at the date of ceasing to be the member.

2.9 Limitation on the Liability of Members

No member is, in his individual capacity, liable for any debt or liability of the association except in cases of fraud, neglect of duty and intentional or wilful mismanagement.

Article 3 – The Governance of the Society

3.1. The Board of Directors

3.1.1 Governance and Management of the Association

The board governs and manages the affairs of the association. The board may hire a paid administrator to carry out management functions under the direction and supervision of the board.

3.1.2 Powers and Duties of the Board

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's registered bylaws and objectives. The Board of Directors may extend its authority only through amendments to the Registered Objectives and/or Bylaws.

- i. such conflicted lead or Officer may be permitted by the chair of the particular meeting to participate in some or all the discussions pertaining to such matter (but not to vote or to remain in attendance during any vote on the matter) if and to the extent that such chair deems it in the interests of the association that such conflicted lead or officer do so; and
 - ii. a quorum shall be deemed to be present for the purposes of voting on the conflicted matter if, and only if, a majority of the leads or committee (as applicable) who are not a conflicted lead or officer with respect to that conflicted matter are present at the time of such vote.
 - iii. Without limitation to the foregoing, no conflicted lead or officer shall seek to, in any manner, influence a decision made, or to be made by or on behalf of the association (and whether by the board of directors or through the agency of any officer, agent, contractor or employee of the association) in respect of any conflicted matter.
- b. For the purposes of this Article 3.1.2.1:
- i. the term “conflicted matter” shall include potential, perceived or actual conflicts of interest where:
 1. a potential conflict of interest occurs when a lead or officer has knowledge that the performance of a duty or function or exercise of power may result in a direct or indirect personal gain, including a gain for their private interest and/or a related person but has not yet performed that duty or function;
 2. a perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists; and
 3. an actual conflict of interest occurs when the lead or officer exercises a power or performs a function or duty with the knowledge that there may be a personal gain, including a gain for their private interest and/or a related person.
 - ii. the term “related person” includes:
 1. a corporation or other entity or organization which a person directly or indirectly owns or controls;
 2. an employee of such corporation or other entity or organization; and
 3. an affiliate (as that term is defined in the Business Corporations Act (Alberta))
 4. a family member or relative
- c. Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question will be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

3.1.3 Composition of the Board

The Board consists of:

- a. Seven(7) to eleven(11) leads elected at the annual general meeting.

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- c. Where there are two or more individuals interested in the same board position, ballots will be cast by all eligible voting 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 their 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 specific position they were running for shall be considered the successful candidate for the position. 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.

3.1.5 Resignation, Death or Removal of a Director

3.1.5.1 A lead including the chair and immediate past chair, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the board accepts the resignation.

3.1.5.2 Voting members may remove any leader including the chair and the immediate past chair, before the end of their term. There must be a majority vote at a special meeting called for this purpose. All rules pertaining to a special meeting are in effect.

3.1.5.3 If there is a vacancy on the board, the remaining leads may appoint a member in good standing to fill that vacancy until the next AGM. This does not apply to the position of immediate past chair. This position remains vacant until the next AGM.

3.1.6 Meetings of the Board

- a. holds a minimum of four (4) regular meetings each year.
- b. The board may hold its meetings at any location suitable to its members.
- c. No formal notice of any board meeting shall be necessary if all leads are present at the time of announcement.
- d. The board may specify any time in the month for their regular meeting.

3.1.6.2 The chair calls the meetings. The Chair also calls a meeting if any four (4) leads make a request in writing and state the business of the meeting.

3.1.6.3 Ten (10) days' notice for board meetings is sent to each board member. There may be five (5) days' notice by telephone or another electronic medium. Board members may waive notice.

3.1.6.4 50% +1 of the total number of elected board members of the leads and officers present at any board meeting is a quorum

- Is a member of at least three committees set up by the association;
- Acts as the spokesperson for the association;
- Chairs the executive committee; and
- Carries out other duties assigned by the board.

3.3.2 The Vice Chair:

- Presides at meetings in the chair's absence. If the vice chair is absent, the leads elect a chairperson for the meeting.
- Replaces the chair at various functions when asked to do so by the chair or the board;
- Chairs the personnel committee;
- Is a member of the executive committee along with two other committees set up by the association; and
- Carries out other duties assigned by the board.

3.3.3 The Secretary:

- Attends all meetings of the association, the board and the executive committee,
- Ensures that accurate minutes of these meetings are kept and available;
- Has charge of the board's correspondence;
- Ensures all notices of various meetings are sent;
- Keeps the seal of the association;
- Is a member of the executive committee;
- Files changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the board.

3.3.4 The Treasurer:

- Ensures all monies paid to the association are deposited in a chartered bank, treasury branch or trust company chosen by the board;
- Ensures a detailed account of revenues and expenditures are presented to the board as requested, balance statement, profit loss statement.
- Files the annual return with the corporate registry
- Ensures an audited statement of the financial position of the association is prepared and presented to the annual general meeting;
- Chairs the finance committee of the board;
- Is a member of the executive committee; and
- Carries out other duties assigned by the board.

3.3.5 The Past Chair (if one exists, if not then these duties fall to the Vice Chair):

- Orients all new appointments, arranges police checks and ensures paperwork is complete.
- Carries out other duties assigned by the board.

- d. All officers may agree to and sign a resolution. This resolution is as valid as one passed at an executive committee meeting. It is not necessary to give notice or to call a meeting of the executive committee. The date on the resolution is the date it is passed.
- e. A meeting of the executive committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the executive committee.
- g. An officer may waive formal notice of a meeting.

3.5.2 The Personnel Committee:

- a. May consist of the Vice Chair, who is the Chairperson, and two (2) other members appointed by the board;
- b. Is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the executive director;
 - interviewing applicants for the position of executive director of the association and recommending an appointment to the board;
 - recommending policies on personnel to the board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the annual general meeting; and
 - carrying out other duties assigned by the board.

3.5.3 The Finance Committee:

- a. Consists of the treasurer, who is the Chairperson, and two (2) other members appointed by the Board.
- b. Is responsible for:
 - recommending budget policies to the board;
 - investigating and making recommendations to the board for acquiring funds/property
 - recommending policies on disbursing and investing funds to the board;
 - establishing policies for board and committee expenditures;
 - arranging the annual audit of the books;
 - reporting on the year's activities at the annual general meeting; and
 - carrying out other duties assigned by the board.

3.5.5 The Fundraising Committee: A standing committee

- a. Consists of the funds lead, who chairs the committee and two (2) other members appointed by the Board
- b. shall be responsible for all fundraising and sponsorship activities of the association and
- c. be knowledgeable of government and private grants available to the association.
- d. This would include the responsibility for the association's publicity and establishing and maintaining a good relationship with the public.

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last annual general meeting;
- c. considering the chairs report;
- d. reviewing the financial statements setting out the association's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- g. electing the members of the board;
- h. considering matters specified in the meeting notice;
- i. other specific motions that any members has given notice of before the meeting is called.

4.1.4 Quorum

Attendance by at least 12 (twelve) of the registered voting members, in good standing, at the annual general meeting is a quorum.

4.2 Special Meeting of the Association

4.2.1 Calling of Special Meeting

A special meeting may be called at any time:

- a. by a resolution of the board of directors to that effect; or
- b. on the written request of at least five (5) leads/officers.
The request must state the reason for the special meeting and the motions(s) intended to be submitted at this special meeting; or
- c. on the written/email request of at least one-third (1/3) of the voting members.
The request must state the reason for the special meeting and the motions(s) intended to be submitted at this special meeting.

4.2.2 Notice for Special Meeting

The secretary may mail, e-mail or deliver a notice to each member at least twenty-one (21) days or less, if agreed upon by all voting members, before the special meeting. This notice states the place, date, time and purpose of the special meeting.

4.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the special meeting are considered at the special meeting.

4.2.4 Procedure at the special meeting has the same method of voting and the same quorum requirements as the annual general meeting. (Refer to 4.3.5.1.)

4.3.5.5 The chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.3.5.6 Five voting members may request a ballot vote. In such case, the chair or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the general meeting.

4.3.5.7 Members may withdraw their request for a ballot.

4.3.5.8 The chair decides any dispute on any vote. The chair decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of meeting

No action taken at a general meeting is invalid due to:

- a. accidental omission to give any notice to any member;
- b. any member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

4.3.7 Written Resolution of all the Voting Members

All voting members may agree to and sign a resolution. This resolution is as valid as one passed at a general meeting. It is not necessary to give notice or to call a general meeting. The date on the resolution is the date it is passed.

Article 5 – Finance and Other Management Matters

5.1 The Registered Office

The registered office of the association is located in Langdon, Alberta. Another place may be established at the AGM or by resolution of the board, as long as this change is communicated to Corporate Registry.

5.2. Finance and Auditing

5.2.1 The fiscal year of the association ends on December 31 of each year.

5.2.2 The books, accounts and records of the secretary and treasurer shall be audited at least once each year by a qualified accountant or by two members of the association elected for that purpose at the Annual Meeting. At each AGM, the association submits a complete statement of the books for the previous year.

5.3 Seal of the Society

5.3.1 The board may adopt a seal as the seal of the association.

5.5.1 The secretary keeps a copy of the minutes and records minutes of all meetings of the members and of the board.

5.5.1.1 The secretary keeps the original minutes at the registered office of the association or electronic cloud of the board . This record contains minutes from all meetings of the association, the board and the executive committee.

5.5.1.2 The board keeps and files all necessary books and records of the association as required by the Bylaws, the Societies Act, or any other statute or laws.

5.5.2 Inspection of Books and Records

A member wishing to inspect the books or records of the association must give reasonable notice to the chair or the secretary of the association of their intention to do so.

5.5.2.1 Unless otherwise permitted by the board, such inspection will take place only at the registered office, or other regular business premises operated by the association, during normal business hours.

5.5.2.2 All financial records of the association are open for such inspection by the members, during normal business hours and with reasonable notice.

5.5.2.3 Other records of the association are also open for inspection, except for records that the board designates as confidential. Reasonable notice must be provided.

5.6 Borrowing Powers

5.6.1 The association may borrow or raise funds to meet its objectives and operations. The board decides the amounts and ways to raise money, including giving or granting security.

5.6.2 No member of the association may undertake to secure a loan or debt on behalf of the association without the approval of three/quarters (3/4) vote of the board of directors.

5.7. Remuneration

5.7.1 No member, lead or officer of the association receives any remuneration for their services as a member, lead or officer.

5.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval. Any other reimbursements must be preapproved before the expenditure takes place.

5.8 Protection and Indemnity of Directors and Officers

5.8.1 Each lead or officer holds office with protection from the association. The association indemnifies each lead or officer against all costs or charges that result from any act done in his

Dates of Bylaw changes as received back from Corporate Registries:
