

# **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;

b. a resolution proposed and passed as a special resolution at a general meeting with less than twenty-one (21) days' notice. All the voting members eligible to attend and vote at the General Meeting must agree; or

c. a resolution agreed to in writing by all the voting members who are eligible to vote on the resolution in person at a general meeting.

**1.1.13 Voting Member** means a member entitled to vote at the meetings of the association.

## **1.2 Interpretation**

The following rules of interpretation must be applied in interpreting these bylaws.

**1.2.1 Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

**1.2.2 Words pertaining to gender** shall include both genders and references to persons shall include associations, companies and corporations

**1.2.3 Corporation:** words indicating persons also include corporations.

**1.2.4 Headings** are for convenience only. They do not affect the interpretation of these bylaws.

**1.2.5 Liberal Interpretation:** these bylaws must be interpreted broadly and generously.

## **Article 2 – Membership**

Membership in the association shall be open to all individuals, families or organizations who utilize and support the Langdon Community Association activities, programs or services.

Voting members must be aged 18 and above who:

- a. Accept and agree with the objectives of the association;
- b. Are able to assist in furthering the goals and objectives of the association;
- c. Meet the terms and conditions set by the board and ratified by the association.
- d. Apply to the association to become a member.
- e. Pay a membership fee associated with the membership

### **2.1 Classification of Members**

There are four categories of Members:

- a. Full or Voting Members as per 2.1.1
  1. Individuals, aged 18 or over who hold a valid membership and meet requirements as listed above in Article 3

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.

## **2.3 Membership Fees and Dates**

### **2.3.1 Membership year**

The membership year is February 1 to January 31. If a fee is charged, there are no pro-rated fees. A membership can be purchased at any time during the membership year.

### **2.3.2 Setting Membership Fees**

The board decides annual membership fees for each category of Members from time to time.

## **2.4 Rights and Privileges of Members**

### **2.4.1 Any Member in good standing is entitled to:**

- a. receive notice of meetings of the association;
- b. attend any meeting of the association;
- c. speak at any meeting of the association; and
- d. exercise other rights and privileges given to members in these bylaws.

### **2.4.2 Voting Members**

The only members who can vote at meetings of the association are full members in good standing who are at least eighteen (18) years old.

### **2.4.3 Number of Votes**

A voting Member is entitled to one (1) vote at a meeting of the association on any motion.

### **2.4.4 Member in Good Standing**

A member is in good standing when:

- a. the member has paid membership fees or other required fees to the association; and
- b. the member is not suspended as a member as provided for under Article 2.5.

## **2.5 Suspension of Membership**

### **2.5.1 Decision to Suspend**

The board, at a special meeting called for that purpose, may suspend a member's membership not more than three (3) months, for one or more of the following reasons:

- a. if the member has failed to abide by the bylaws;
- b. if the member has been disloyal to the association;
- c. if the member has disrupted meetings or functions of the association; or

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.

## **2.6.2 Death**

The membership of a member representative is ended upon their death.

## **2.6.3 Deemed Withdrawal**

**2.6.3.1** If a member has not paid the annual membership fees or filled out the required paperwork within three (3) months following the due date, the member is considered to have submitted their resignation.

**2.6.3.2** In any of the cases above, 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 its name is removed from the register of members.

## **2.6.4 Expulsion**

**2.6.4.1** The members at a special meeting of which notice specifying the intention to do so, with or without cause to do so, may by 75% majority vote, remove any Lead before the expiration of such Lead's term of office and may also by ordinary resolution appoint another person in such Lead's stead. The association may, by special resolution at a special meeting called for such a purpose, expel any member representative for any cause which is deemed sufficient in the interests of the association:

- a. Becomes disqualified under the provisions of the Act
- b. Is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days
- c. Is removed from office under Article 2.6.4.1
  - a. fails without reasonable excuse, and without leave of majority of the other leads, to attend duly called board meetings on three (3) successive occasions and such removal is then confirmed by a majority of the other leads.

**2.6.4.2** Before a member is expelled, the board must comply with the following procedure:

- a. The executive committee shall be consulted regarding the matter on the individual in question. If the decision is that the matter needs to be pursued further, a special meeting of the board will be called by the chair.
- b. At this meeting, the individual in question will be invited to explain the situation to the board. Board members may vote at this meeting to take further action, to expel or to suspend the individual from the association.
- c. A suspended or expelled member may approach the association's grievance committee for reconsideration of the board's decision.
- d. If the member fails to respond, or the board is not satisfied with the explanation provided, the board may, by a resolution passed at a special meeting called for that purpose, expel or suspend the member from the association.

**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.

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 2001 and amendments thereto and are approved at the first board meeting after the election of the board of directors.

The board has the powers of the association, except as stated in the Societies Act. The powers and duties of the board include:

- a. Promoting the objectives of the association;
- b. Promoting membership in the association;
- c. Maintaining and protecting the association's assets and property;
- d. Approving an annual budget for the association;
- e. Paying all expenses for operating and managing the association;
- f. Paying persons for services and protecting persons from debts of the association;
- g. Investing any extra monies;
- h. Financing the operations of the association, and borrowing or raising monies;
- i. Making policies for managing and operating the association;
- j. Approving all contracts for the association;
- k. Maintaining all accounts and financial records of the association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the association; and
- o. Without limiting the general responsibility of the board, delegating its powers and duties to the executive committee or the paid administrator of the association.
- p. The board shall approve or by resolution appoint the manager/ executive director (if one is hired) and/or another designated person to approve all publications and communications of the association.

### **3.1.2.1 Conflict of Interest**

- a. In the event that a lead 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 lead or officer), that lead or officer (a "conflicted lead or officer") shall fully disclose the nature and extent of their 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 conflicted lead or Officer shall absent themselves from the meeting while such matter is under discussion and during any vote on such matter PROVIDED HOWEVER that:

- 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.

- b. and the immediate past chair.

### **3.1.4 Election of the Leads and the Chair**

**3.1.4.1** At the annual general meeting of the association, the voting members elect 7 to 11 board of directors. The Board of Directors shall serve a term that ends at following:

- A. the vice 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 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 leads, each serving a term that ends at the close of the odd numbered year following the annual general meeting at which these leads were elected;
- D. a minimum of three leads, each serving a term that ends at the close of the even numbered year following the annual general meeting at which these leads were elected;

**3.1.4.2** At each succeeding annual general meeting of the board, voting members elect one half of the total leads, each serving a term that ends at the close of the second annual general meeting following the annual general meeting at which these leads were elected.

**3.1.4.3** Voting members will be elected by the membership at the AGM. In order to stand for election to the board, an individual must hold a voting membership prior to the AGM.

Candidates for leadership must satisfy pre-requisites established by the board and be nominated and seconded by the full members. All individuals must submit a standard police check within one month of election as well as a signed Conflict of Interest Agreement and signed Code of Conduct Agreement. Based on the board's discretion, if a police check reveals a record, it will be reviewed, a vote will occur if the elected member may resume their role and the board's decision will be final.

**3.1.4.4** Voting members elect the leads at the annual general meeting. The leads elect from amongst themselves, the chair, at the first board meeting after the AGM, who can only serve, as chair, for a maximum of three (3) consecutive terms, which includes any consecutive terms as a lead (or until a successor comes forward.); as well as vice chair, secretary and treasurer.

**3.1.4.5** 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 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

**3.1.6.5** If there is no quorum, the chair adjourns the meeting to the same time, place, and day of the following week, or may continue with the meeting but may not put forward any motions or decisions. At least five (5) leads and/or officers present at this later meeting is a quorum.

**3.1.6.6** Each lead and officers, including the chair and the past chair, has one (1) vote.

**3.1.6.7** The chair does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

**3.1.6.8** Meetings of the board are open to all members of the association, but only leads and officers may vote. Members are only permitted to participate in a discussion when invited to do so by the board. A majority of the board of directors present may ask any other members, or other persons present, to leave.

**3.1.6.9** All leads and officers may agree to and sign a resolution. This resolution is as valid as one passed at any board meeting. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed.

**3.1.6.10** A meeting of the board may be held by a conference call, skype, face time or any other real time media whereby all members can attend and be heard at a meeting. Director of the board who participate in this call are considered present for the meeting.

**3.1.6.11** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the board.

**3.1.6.12** A lead or officer may waive formal notice of a meeting.

## **3.2 Officers**

**3.2.1** The Officers of the Association are the chair, vice chair, secretary, treasurer and past chair.

**3.2.2** At its first meeting after the Annual General Meeting, the Board elects from among the directors the chair for the following year. The past chair may or may not be a member of the executive committee, as determined by the board of directors.

**3.2.3** The chair may hold office until re-elected and served three terms or until a successor is elected.

## **3.3 Duties of the Officers of the Association**

### **3.3.1 The Chair:**

- Supervises the affairs of the board,
- When present, chairs all meetings of the association, the board and the executive committee;

- 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.

## **Committees**

### **3.4.1 Establishing Committees**

The board may appoint committees to advise the board.

### **3.4.2 General Procedures for Committees**

**3.4.2.1** A board member chairs each committee created by the board.

**3.4.2.2** The chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the board of directors
- provides reports to each board meeting at the board's request

**3.4.2.3** The meeting notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

**3.4.2.4** A majority of the committee members present at a meeting is a quorum.

**3.4.2.5** Each member of the committee, including the chairperson, has one (1) vote at the committee meeting. The chairperson does not have a casting vote in case of a tie.

## **3.5 Committees**

The Board may establish any of these committees and will define if the committee is to be a standing committee or an adhoc committee:

- a. Executive Committee;
- b. Personnel Committee;
- c. Finance Committee;
- d. Fundraising Committee;
- e. Other committees as deemed necessary;

### **3.5.1 The Executive Committee:**

- a. Consists of the Chair, Past Chair, Vice Chair, Secretary, and Treasurer.
- b. Is responsible for:
  - planning agendas for board meetings;
  - carrying out emergency and unusual business between board meetings;
  - reporting to the board on actions taken between board meetings;
  - carrying out other duties as assigned by the board.
- c. Meets as deemed necessary. The meetings are called by the chair or on the request of any two (2) other officers. They must request to the chair in writing to call a meeting and state the business of the meeting.

- 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.

**3.5.6** Any other Committees the Board may appoint.

### **3.6 The Executive Director**

**3.6.1** The board may hire an executive director/general manager to carry out assigned duties.

**3.6.2** The executive director/general manager reports directly to the chair who is responsible to the board, and acts as an advisor to the board and to all board committees. The executive director does not vote at any meeting.

**3.6.3** The Executive Director/ General Manager acts as the administrative officer of the board in:

- attending board, and other meetings, as required;
  - hiring, supervising, evaluating and releasing all other paid staff;
  - interpreting and applying the Board's policies;
  - keeping the board informed about the affairs of the association;
  - maintaining the association's books
  - preparing budgets for board approval;
- representing the association at various committees, meetings and presentations
- planning programs and services based on the board's priorities;
  - carrying out other duties assigned by the board; and
  - other duties as mutually agreeable

When no paid staff exist, the board will allocate these responsibilities amongst themselves.

## **Article 4 – Meetings of the Association**

### **4.1 The Annual General Meeting**

**4.1.1** The association holds its annual general meeting no later than April 30 of each calendar year, in Langdon, Alberta. The board sets the place, day and time of the meeting.

**4.1.2** The membership committee mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the annual general meeting. This notice states the place, date and time of the AGM, and any business requiring a special resolution.

**4.1.2.1** The leads and officers shall make available to the membership at an AGM::

- a. A membership list of the Association for the current fiscal year.
- b. A detailed financial statement, prepared by the association's finance committee.
- c. A detailed statement of the assets and liabilities of the association.
- d. A report of the activity carried out by the association during the current financial year.

### **4.1.3 Agenda for the Meeting**

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 Proceedings at the Annual or a Special Meeting**

#### **4.3.1 Attendance by the public.**

General meetings of the association are open to the public. A majority of the members present may ask any persons who are not members to leave.

#### **4.3.2 Failure to Reach Quorum**

The Chair cancels the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

#### **4.3.3 Presiding Officer**

**4.3.3.1** The chair presides at every general meeting of the association. The vice chair presides in the absence of the chair.

**4.3.3.2** If neither the chair nor the vice chair is present within one-half (1/2) hour after the set time for the general meeting, the members present choose one (1) of the members to chair.

#### **4.3.4 Adjournment**

**4.3.4.1** The chair may adjourn any general meeting with the consent of the members at the meeting. The adjourned general meeting conducts only the unfinished business from the initial meeting.

**4.3.4.2** No notice is necessary if the general meeting is adjourned for less than thirty (30) days.

**4.3.4.3** The association must give notice when a general meeting is adjourned for thirty (30) days or more. Notice must be the same as for any general meeting.

#### **4.3.5 Voting**

**4.3.5.1** Each voting member, has one (1) vote. A show of hands decides every vote at every general Meeting. A ballot is used if at least five (5) voting members request it.

**4.3.5.2** The chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

**4.3.5.3** A voting member may not vote by proxy.

**4.3.5.4** A majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a special resolution.

**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.

**5.3.2** The secretary has control and custody of the seal, unless the board decides otherwise.

**5.3.3** The seal of the association can only be used by officers authorized by the board. The board must pass a motion to name the authorized officers.

#### **5.4 Cheques and Contracts of the Association**

**5.4.1** Two (2) designated officers of the Board sign all cheques drawn on the monies of the association as per budget approval. Two signatures are required on all cheques. The board may authorize the appropriate paid staff act as one of the signatures for certain amounts and circumstances. No appointed signatories may sign cheques written to themselves. The board secretary shall register the motion appointing signing authorities with the financial institute.

**5.4.2** All contracts of the association must be signed by the officers or other persons authorized to do so by resolution of the board.

**5.4.3** Limits of spending of the association 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 \$200.00 – any two signing officers
- 2) 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 \$200.00 – any two signing officers
- 2) 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 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 \$200.00 over the original budget total – any two signing officers
- 2) spending amounts over \$200.00 over the original budget total – majority of the board of directors

#### **5.5 The Keeping and Inspection of the Books and Records of the Society.**

**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

role for the association. The association does not protect any lead or officer for acts of fraud, dishonesty, wilful negligence, conflict of interest or bad faith.

**5.8.2** No lead or officer is liable for the acts of any other lead, officer or employee. No lead or officer 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 lead or officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraudulent, dishonest or in bad faith.

**5.8.3** Leads or officers can rely on the accuracy of any statement or report prepared by the association's auditor. Leads or officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 6- Amending the Bylaws**

**6.1** These Bylaws may be rescinded, altered or added to by a special resolution as defined in Section 1(d) of the Societies Act at any annual general or special meeting of the association.

**6.2** The twenty-one (21) days' notice of the annual general or special meeting of the association must include details of the proposed resolution(motion) to change the bylaws.

**6.3** The amended bylaws take effect after approval of the special resolution at the annual general or special meeting, going into effect when accepted and returned stamped by the Corporate Registry of Alberta.

## **Article 7 – Rules of Order**

### **7.1 Robert's Rules of Order**

In the event of a situation arising not covered by these bylaws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order.

In the event of situations arising not mentioned in the bylaws, procedures shall apply, as regulated by the board of director's Manual, the Societies Act or by Canadian federal or local law.

## **Article 8 – Distributing Assets and Dissolving the Association**

**8.1.** The association does not pay any dividends or distribute its property among its members.

**8.2.** In the event of a dissolution of the association, all assets of the association shall become the property of the county of Rocky View, or such other party as the county of Rocky View may direct. Should the association dissolve, the county of Rocky View first assumes management and control of the organization prior to any action.

Dates of Bylaw changes as received back from Corporate Registries:

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