

## Abbeydale Community Association By-laws

### Article 1 Name

1.01 The name of the association shall be Abbeydale Community Association

### Article 2 Objects

2.01 To create an environment that will encourage all residents to contribute and participate in the development and preservation of community life in Abbeydale.

2.02 To encourage and develop a strong sense of fellowship, co-operation, and unity among all Individuals and groups in the association.

2.03 To encourage the formation of community groups.

2.04 To provide a suitable meeting place for the various activities of the community.

2.05 To provide opportunities for all members to participate in community activities.

### Article 3 Definitions

3.01 “**Association**” shall mean the Abbeydale Community Association.

3.02 “**Board of Directors**” shall mean the Executive Officers and Directors of the Association.

3.03 “**Director**” or “**Assistant Director**” shall mean a member elected to the Board.

3.04 “**Executive**” or “**Executive Officer**” shall mean a member elected as President, First Vice-President, Second Vice-President, Treasurer, or Secretary.

3.05 “**Community Group Representative**” shall mean a representative from a group that is recognized by the Board of Directors.

3.06 “**Good Standing**” shall mean an Association member who is neither in arrears of monies nor under suspension because of an ethical or other infraction of the membership’s rules and regulations.

3.07 “**Legally Related**” shall mean any two or more persons associated through birth, marriage and/or common-law agreement.

3.08 “**Special Resolution**” means:

A- A resolution passed

1) At a special or annual general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

2) By the vote of not less than 75% of those members entitled to vote as are present.

B- A resolution proposed and passed as a special resolution at a special or annual general

meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

- C- A resolution consented to in writing by all the members who would have been entitled at a special or annual general meeting to vote on the resolution in person.

**3.09** In all By-laws of the Association the singular shall include the plural and the plural the singular; the masculine shall include the feminine and the feminine the masculine. Where reference is made to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

#### **Article 4                      Boundaries**

**4.01** The boundaries of the Association shall be:

- A- 16 Avenue N.E. on the North
- B- Stoney Trail on the East
- C- CNR Tracks on the South
- D- 68 Street E. on the West

#### **Article 5                      By-laws**

**5.01** These by-laws represent the structural and operational terms of reference which shall be used by the Association in fulfilling its registered objects.

**5.02** The By-laws and the Objects of the Association shall not be rescinded, altered, or added to except by "Special Resolution" of the Association (Article 3.08). By-laws to be reviewed as required to ensure they best meet the needs of the Association.

**5.03** The amended by-laws take effect after approval of the special resolution at the annual general meeting or special general meeting and accepted by the Corporate Registry of Alberta.

#### **Article 6                      Membership**

**6.01      Membership Categories**

- A- **Ordinary** any individual or family who resides within the established Association boundaries (Article 4.01). The Ordinary membership will entitle each member of the family residing in the household to all benefits and privileges of the Association. He Ordinary membership will have one voting privilege at the Annual General and Special Meetings. Ordinary members are eligible for a seat on the Board of Directors.
- B- **Associate** any individual or family who does not reside within the established community boundaries (Article 4.01). An Associate member will have all privileges of an Ordinary member except he will hold no voting privileges and is not eligible for a seat on the Board of Directors.
- C- **Honorary** an individual deemed eligible by a majority vote of the Board of Directors, the

Association will pay for the cost of such membership.

- D- Lifetime** an individual who is at least 60 years of age is entitled to a lifetime membership. Each household is entitled to one lifetime membership. This membership shall have all the privileges of an Ordinary membership provided he lives within the established Association boundaries (Article 4.01).

#### **6.02 Fees**

- A-** Cost of membership to be decided as required by a three-quarter majority vote of the Board of Directors.
- B-** Membership fees for ordinary and associate members are due and payable annually. Lifetime Membership is payable once only upon the individual attaining the age of 60 years.

#### **6.03 Term**

Membership in the Association shall be in effect for one year from time of purchase.

#### **6.04 Withdrawal of Membership**

A member may withdraw from membership by giving written notice of intention to withdraw to a member of the Board of Directors. There will be no refund of any fees previously paid.

#### **6.05 Termination of Membership**

- A-** All memberships shall expire after one year unless prior to that date there has been tendered to the Treasurer or his delegate the fee provided for in these By-laws for the next ensuing membership year.
- B-** An Ordinary membership shall automatically become an Associate membership when the person holding same removes his place of residence from the boundaries of the Association.

#### **6.06 Suspension of Membership**

When the actions of a member are believed to be placing the name and/or reputation of the Association in jeopardy, or causing disharmony within the Association as to be averse to the best interests of the Association and or the Community, that member may be suspended.

- 1) A member may be suspended from membership for causes deemed reasonable by three quarter's vote of the Board of Directors.
- 2) A member who has been recommended for suspension shall be given notice at least on week 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 writing.

- 3) The Board of Directors will determine how the matter will be dealt with and may limit the time given to the member to address the Board.
- 4) The Board of Directors may exclude the member from its discussion of the matter including the deciding vote.
- 5) The decision of the Board of Directors is final.
- 6) Members that have been suspended or declared to be not fit in good standing may, upon application for reinstatement, be reinstated as a member in good standing by a three-quarter vote by the Board of Directors after a one-year period, except when 6.06 (7) applies.
- 7) Any member who is suspended due to debt owing to the Association will become a member in good standing upon payment of said debt, or at the discretion of the Executive.

## **Article 7                      Board of Directors**

- 7.01 The Board of Directors shall manage the affairs of the Association. This Board shall include the Executive Officers and be composed of five other Directors, each of whom at the time of his election and throughout his term of office shall be a member in good standing with the Association.
- 7.02 The Executive Officers of the Association may consist of the President, the 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President, the Treasurer and the Secretary.
- 7.03 The Board shall, subject to the by-laws or directions given it by majority vote of the membership at a properly called and constituted meeting, have full control and management of the business and affairs of the Association.
- 7.04 No Board member or members shall take it upon themselves to commit the time, resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- 7.05 The members of the Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.
- 7.06 The Board of Directors may from time to time appoint persons and authorize the employment of people, as they deem necessary to carry out the objectives of the Association. Such persons and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- 7.07 If any member of the elected Board ceases to be a voting member of the Association, resigns his office, or without reasonable excuse and notice, absents himself from three or more Board of Director meetings, or be suspended or expelled from the Association, the remaining Directors shall declare his office vacant.

**7.08** Vacancies on the Board, however caused, so long as quorum of Directors remain in office, may be filled by the Board of Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a Special General Meeting to fill the vacancies.

**7.09** The Board of Directors shall ensure that all necessary books and records of the Association, required by the By-laws of the Association, required by the By-laws of the Association or by any applicable statute or law, are regularly and properly kept.

**7.10** At a Board meeting, the only members entitled to cast a vote will be elected as an Executive Officer, Director or Assistant Director at the Annual General Meeting, at a Special General Meeting, or appointed to a vacant position (see 7.08).

**7.11** Any committee chair must be approved by a three-quarter majority vote by the Board of Directors.

**7.12 Directors**

Will be elected with portfolio to the Board of Directors.

**7.13 Assistant Directors**

**A-** Assistant Directors will be elected without portfolio to the Board of Directors.

**B-** Assistant Directors may be appointed to chair committees set up by the Board of Directors.

**C-** Assistant Directors will be required to participate on at least one committee during their term.

**D-** There will be a maximum of five Assistant Directors.

**7.14 Standing Committees**

The Standing Committees shall be created and dissolved by the Board of Directors. They shall act to provide the Association with information, training, and services necessary for the survival and growth of the Association.

**A-** The standing committees shall recommend to the Board of Directors programs that will improve services provided by the Association.

**7.15 Coordinators**

Coordinators are appointed to positions to carry out community objectives. They will work under the direction and report directly to the supervising Director and effectively the Board of Directors.

## **Article 8                      Executive**

The Executive being the Officers of the Association will be the coordinating body of the Board of Directors providing the coordinating, motivating, and mediating role required to maintain operations within the Association's established policies and goals with the mandate **always in the best interest of the members.**

**8.01** The Executive Officers of the Association may consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, and Treasurer, and shall hereinafter be referred to as the Executive.

**8.02** The Executive shall carry out the day-to-day administration of the affairs of the Association and the requirements of these by-laws within the constraints and under the direction of the Board.

### **8.03      President**

- A-** The President shall be the official spokesperson for the Association, but may delegate such authority.
- B-** The President shall, when present, preside at all meetings of the Association, where he shall preserve order and lay all business before the members in a fair and impartial manner.
- C-** The President shall decide all questions of order at meetings and shall cast a deciding vote in the case of a tie.
- D-** The President shall be ex-officio member of all committees.
- E-** The President shall co-ordinate the overall function of the Board of Directors and delegate duties accordingly.
- F-** The President shall sign all documents and minutes requiring his signature. The President is to be one of the designated signing authorities.
- G-** The President shall also, upon completion of his term, serve one year in the role of Past President. This role is non-voting and simply a consultative nature.

### **8.04      First Vice-President**

- A-** The First Vice-President shall assist the President and the second Vice-President in the discharge of their duties.
- B-** The First Vice-President shall act as President in the absence of the President.

### **8.05      Second Vice-President**

- A-** The Second Vice-President shall act as President in the absence of the President and the First Vice-President.

**B-** The Second Vice-President shall perform the duties of the Secretary in his absence.

#### **8.06 Secretary**

**A-** The Secretary shall attend all meetings as required and keep accurate minutes of the same.

**B-** The Secretary shall have charge of all correspondence of the Association and be under the direction of the President and the Board of Directors.

**C-** The Secretary shall sign all correspondence, documents and minutes requiring his signature.

**D-** The Secretary shall notify the Directors of Board Meetings.

**E-** The Secretary shall notify members of the Association of General and Special meetings.

**F-** The Secretary shall have charge of the seal of the Association, which, whenever it is used shall be authenticated by the signature of the Secretary and the President.

**G-** The Secretary shall be responsible for filing the Association's annual return with the Corporate Registry every year before the last day of January.

**H-** In case of the absence of the Secretary and the Second Vice-President, such Director as may be appointed by the Board shall discharge their duties.

#### **8.07 Treasurer**

**A-** The Treasurer shall be accountable for all monies paid to and by the Association and shall be responsible for the deposit in and disbursement from whatever Bank the Board may order.

**B-** The Treasurer shall promptly account for the funds of the Association and keep such books as may be directed.

**C-** The Treasurer shall present a full and detailed account of receipts and disbursements and balances to the Board whenever requested and shall prepare for submission to the Annual General Meeting, a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.

#### **8.08 Immediate Past President**

The Immediate Past President will assist the Board of Directors in an advisory capacity but will be without vote on matters applying to the Board of Directors.

### **Article 9 Elections And Voting**

- 9.01** Elections for the Executive Board and the Board of Directors of the Association shall be held at a properly called and noticed Annual General Meeting as following:
- A-** The positions of President and Secretary will be elected at Annual General Meetings held in even numbered years (ie. XXX0, XXX2).
  - B-** The positions of First Vice-President, the Second Vice-President and the Treasurer will be elected Annual General Meetings held in odd numbered years (ie. XXX1, XXX3)
  - C-** The Directors shall be elected at each Annual General Meeting.
- 9.02**
- A-** Each Director and Assistant Director shall be elected for a term of one year and there shall be no remuneration for services except as provided for in 7.05.
  - B-** The positions of President, First Vice-President, Second Vice-President, Treasurer, and Secretary will be elected for a two-year term and there shall be no remuneration for services except as provided for in 7.05.
  - D-** The Coordinator team will expire at the first Board of Directors meeting after the Annual General Meeting.
- 9.03** No two or members who are legally related shall be elected to the Executive at any given time.
- 9.04** Members of the Executive will be entitled to serve a maximum of two consecutive terms in the same capacity.
- 9.05** Every voting membership in good standing is entitled to one vote.
- 9.06** Ordinary memberships in good standing shall designate one family member to cast their vote. The designated person must be eighteen years of age or over.
- 9.07** All votes in the Association must be made in person at the Annual General Meeting or Special General Meeting.
- 9.08** Votes will be allowed by telephone calls, virtual presence, email or in writing for Board of Directors and Executive Board meetings.
- 9.09** Except as otherwise provided in these by-laws, the Board or the membership shall determine all matters properly brought before them by the affirm vote of a simple majority of those entitled to vote and are present at the time of the vote.
- 9.10** All Annual General Meetings and Special Resolution votes shall be by show of voting cards unless a ballot requested by a voting member in good standing.
- 9.11** A declaration by the chairperson that a resolution has been carried and an entry to that effect in the Minutes shall be evidence of the fact without proof of the number of the votes recorded in favor of or against such a resolution.



- 9.12** A new Ordinary membership must have paid their fee, be registered with the Membership Director, and be in good standing with the Association for a minimum of seventy-two (72) hours before they can vote on Community matters.

## **Article 10                    Removal of Directors**

- 10.01** The Board of Directors can remove any Director before the expiration of his term of office. Removal requires at least three quarters (3/4) of the votes cast at a Board meeting to which written notice specifying the intentions to pass such resolution has been given. A Director who has been recommended for removal shall be given written notice by the Secretary of the Association at least one week prior to the Board meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing. If the Secretary is the petitioned individual, written notice will be given by the President.
- 10.02** Any Director that is removed from the Board of Directors must have his removal recorded in the minutes of the meeting.
- 10.03** Any Director that is removed from the Board of Directors may appeal before the current Board and can be re-instated by a three quarter (3/4) majority vote of the Board of Directors.
- 10.04** The Board of Directors can at their own discretion, decide by a three quarter (3/4) majority vote on the length of time that any Director not in good standing can remain removed from the Board of Directors and at what level they can have access to a position on the Board of Directors in the future.

## **Article 11                    Conflict of Interest**

- 11.01** Conflict of Interest occurs when a Director, staff member, or volunteer of the Association participates in discussion or decision making about a matter which may benefit that person, directly or indirectly regardless of the size of that benefit.

Any possible conflict of interest on the part of a Director, staff member or volunteer of the Association shall be disclosed to the Board of Directors. When such interest becomes a matter of action by the Board of Directors, such person shall not vote or use personal influence on the matter, and shall not be counted in the quorum for these decisions at a meeting at which the Board of Directors take action on the interest.

The Director, staff member, or volunteer of the Association need not miss the entire meeting where there will likely be other issues on the agenda, but will remove himself during the discussion on the issue that involves the conflict of interest. The minutes of the meeting shall note when the person involved left and when they returned to the meeting.

- 11.02** Any member of the Board of Directors that is found to be in a conflict of interest by a three quarter (3/4) majority vote by the Board of Directors shall be removed from the Board of Directors in accordance to these bylaws.

## **Article 12                    Meetings**

- 12.01    Annual General Meeting**

- A- The Annual General Meeting is open to all members of the Association.
- B- The Annual General Meeting shall be held within 15 months of the previous Annual General Meeting, of which due meeting notice of 21 days shall be given to all members, by posting a notice in a place or places where the same can be read by all members, this includes by digital means.
- C- The business of the Annual General Meeting shall include:
  - 1) The President's Report of the year's activities.
  - 2) The Treasurer's Report and audited financial statements
  - 3) Committee Reports
  - 4) Election of the Board (see 9.01)
  - 5) Any other business of the Association except that no vote shall be taken upon any matter for which notice has not been given.
  - 6) Auditors for the ensuing year shall be appointed.
  - 7) The current President shall conduct the voting procedures or appoint some other individual.

#### **12.02 Special General Meeting**

The Executive may call a Special General Meeting of the members from time to time. The President or Secretary will call a Special General Meeting upon receipt by him of a petition signed by at least thirty voting members in good standing setting forth the reason for calling such a meeting. Due public meeting notice of 21 days shall be given to all members by posting a notice in a place or places where all members can read the notice, this includes by digital means.

#### **12.03 Board of Directors Meeting**

- A- The Board of Directors will conduct the routine business of the Association. The Board of Directors will meet at least once in every month.
- B- A meeting of the Board of shall consist of the elected Executive, Directors, Assistant Directors and Community Group Representatives.
- C- The President may call a special meeting of the Board at any time or place designated for the carrying on of business in addition to the regular meetings of the Board.
- D- The President or Secretary shall, upon written request duly signed by three voting members in good standing, call a special meeting of the Board. Such written request shall state in full the object and purpose of the said special meeting.
- E- Due Notice, either written or person to person, shall be given to each member of the Board of Directors no less than seven days prior to the meeting date.

#### **12.04 Executive Meetings**

The President, or in his absence, the Vice-President, may call a meeting of the Executive at any time and place designated for the carrying on of business by the Executive. Due Notice, either

written or person to person, shall be given to each Executive member no less than seventy-two hours prior to the meeting date.

**12.05** Executive Committee meetings shall be held as often as the day-to-day business of the Association shall require, and at least once every month, and shall be called by the President.

**12.06** Other Committee meetings shall be held as often as required.

**12.07 Agendas**

The agenda of any Special or Annual General Meeting shall be attached or included in the notice of such meeting.

**Article 13 Quorum**

**13.01** For Annual General Meetings or Special General Meetings, the quorum shall be not less than 20 voting members in good standing including three Executive Officers.

**13.02** For a Board of Directors Meeting, the quorum shall be five members of the Board of Directors.

**13.03** For a Special Board Meeting, the quorum shall be five members of the Board of Directors.

**13.04** For an Executive Meeting, the quorum shall be no less than three Executive officers.

**13.05** For Committee Meetings, a simple majority of those appointed to that particular responsibility should constitute a quorum.

**13.06** If a quorum is not established within fifteen (15) minutes of a scheduled Annual General Meeting, Special General Meeting, or a Special Board Meeting, the meeting shall be cancelled. The Board shall reschedule within two (2) months of the cancelled meeting. For all other meetings, if a quorum is not established within fifteen (15) minutes of the scheduled meeting, the meeting shall be cancelled. All business to be discussed shall be carried to the next meeting.

**Article 14 Motions**

**14.01** All motions made at meetings shall be decided by a simple majority except as otherwise provided for in these bylaws.

**14.02** All motions from the floor shall be moved and seconded except by motions to adjourn and all nominations from the floor.

**14.03** All motions shall be recorded and record made as to whether they have been carried or defeated.

**14.04** Motions to be submitted in writing as required by the bylaws.

**Article 15 Finance, Accounts And Audit**

**15.01** A duly qualified accountant or other alternatives as prescribed by the Societies Act shall audit the books, accounts, and records of the Treasurer at least once a year. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

- 15.02** A- The Association’s fiscal year shall end on December 31<sup>st</sup> in each calendar year.  
 B- All financial records shall be submitted to the Treasurer by January 15.
- 15.03** The approved signing authorities shall be the Treasurer (or the First Vice-President in the Treasurer’s absence), and any one of the following: President, First Vice-President, and Second Vice-President, with the provision that any cheque payable to a Director shall not be signed by himself.
- 15.04** Any committee reporting directly to any Director may have a bank account for that committee after it is approved by a three quarter (3/4) majority vote of the Board of Directors. The bank account must have the signature of one executive officer (Article 8.01) and the supervising Director on any cheques or cash withdrawals. In the absence of the supervising Director, the committee chair may sign in his place.
- 15.05** The limits of spending the Association funds (excluding monthly fixed expenses) are:
- |           |                        |                                                                      |
|-----------|------------------------|----------------------------------------------------------------------|
| <b>A-</b> | Up to \$500.00         | -Any two signing authorities                                         |
| <b>B-</b> | \$500.01 to \$5,000.00 | -Approval of three quarters (3/4) majority of the Executive          |
| <b>C-</b> | Over \$5,000.01        | -Approval of three quarters (3/4) majority of the Board of Directors |
- 15.06** For the purpose of carrying out its objects, the Association may apply for Grant funds. Funds raised in this manner are subject to the following:
- A-** Non-matching grants are exempt from section 15.05; these can include complete or specific funding requests.
- B-** When matching grants are applied for, the community portion is subject to section 15.05, except in the instance where a joint application is made with a school or another approved community partner and matching funds will be provided by the approved partner.
- 15.07** Large emergency expenditures, in excess of budgeted amounts, shall be approved by a simple majority of the Executive Board.
- 15.08** For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.
- 15.09 Annual Report**
- A-** In this section, “Anniversary Month” means the month in each year, that is, the same month in which the Certificate of Incorporation of the Association was issued (March).
- B-** The Association shall each year, on or before the last day of the month immediately following its Anniversary Month (March) make a Return to the Registrar containing the following:

- 1) The address of the registered "Office of the Association"
- 2) The full name, address, and occupation of each Officer and Director of the Association.
- 3) The Audited Financial Statement presented at the last Annual General Meeting of the Association.

**Article 16                      Inspection**

- 16.01** The books and records of the Association may be inspected by any member of the Association at any time at the registered office of the Association upon receipt of a 15-day written notice and arranging a time satisfactory to the Director or Executive of the Association having charge of same.
- 16.02** Each member of the Board shall at all times have access to such books and records.
- 16.03** Any person who is not a member of the Association has no rights to inspect any book or record or document of the Association except as conferred by law or authorized by the Board.
- 16.04** The Association shall furnish to any member at his request, and on payment of a sum not exceeding 50 cents, a copy of its application for incorporation and bylaws.

**Article 17                      Record**

- 17.01** The Directors will ensure that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law is regularly and promptly kept.

**Article 18                      Minute Book**

- 18.01** The Secretary or other Executive Officer directed by the Board, will maintain, have charge of the Minute Book of the Association and will record or cause to be recorded in the minutes of all proceedings of all Board Meetings, Special Board Meetings, Executive Committee Meetings, Annual General Meetings, and Special General Meetings.
- 18.02** The Minute Book will contain the following information:
- 1) Certificate of Incorporation
  - 2) A copy of the Bylaws and any special resolutions altering the Bylaws
  - 3) A copy of the Objects of the Association and any special resolutions altering the Objects
  - 4) Originals of all documents, registers and resolutions required by law
  - 5) Copies of all audited financial statements of the Association
  - 6) Copies of all other documents directed to be inserted into the Minute Books by the Board

**Article 19                      Protection And Indemnity of Directors And Officers**

- 19.01** Each Board member holds office with protection from the Association. The Association indemnifies each Board member against all costs or charges that result from any action done in his role for the Association. The Association does not protect any Board member for acts of fraud, dishonesty, or bad faith.

**19.02** No Board member is liable for the acts of any other Board member or Association employee. No Board member is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Board member is liable for any loss due to an oversight or error in judgement, or by any act in his role for the Association, unless the act is fraud, dishonesty, or bad faith.

**19.03** Board members can rely on the accuracy of any statement or report prepared by the Association's auditor. Board members are not held responsible for any loss or damage as a result of acting on that statement or report.

**Article 20                      Dissolution**

In the event of the dissolution of the Association, all assets and liabilities of the Association shall become the property of the City of Calgary.

**Dated this**

DRAFT