

**BYLAWS of
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 AGM described in Article 4.1.

1.1.3 Association means the Langdon Community Association of Alberta.

1.1.4 Board means the Board of Directors of the Association.

1.1.5 Bylaws means the Bylaws of the Association as amended.

1.1.6 Lead means any person elected or appointed to the Board.

1.1.7 Member means a Member of the Association as defined in Article 2.

1.1.8 Officers means chair, vice chair, secretary, and treasurer.

1.1.9 Registered Office means the registered address and office for the Association.

1.1.10 Register of Members means the register maintained by the Board containing the names of the Members.

1.1.11 Special Meeting means the Special Meeting described in Article 4.2

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 the proposed resolution. There must be approval by a vote of 75% of the voting members who are there in person, or by proxy;

b) Families – two or more related members of a single household (1 vote each for up to 2 members 18+ in the family).

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 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 to the Association.

2.1 Voting Members

- a) Shall be entitled to vote at all AGMs and Special Meetings of the membership;
- b) Shall be required to pay an annual membership fee in accordance with provisions of the Bylaws;
- c) May be eligible to stand for any of the Board office positions;
- d) Are eligible to benefits and services provided by the Association;
- e) Must be over 18 years of age; and
- f) Must not be employed by or hold a lease from the Association.

2.2 Rights and Privileges of Members

2.2.1 Any Voting Member in good standing is entitled to:

- Receive notice of meetings of the Association;
- Attend any meeting of the Association;
- Speak at any meeting of the Association; and
- Exercise other rights and privileges given to members in these Bylaws.

2.2.2 Number of Votes

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

2.2.3 Member in Good Standing

- A Voting Member is in good standing when:
- The Member has paid membership fees or other required fees to the Association; and
- The Member is not suspended or terminated as a Member as provided for under Article 2.4.

2.3 Suspension of Membership

2.3.1 Decision to Suspend

The Board, at a 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:

- If the Member has failed to abide by the Bylaws;
- If the Member has been disloyal to the Association;
- If the Member has disrupted meetings or functions of the Association; or
- If the Member has done or failed to prevent anything judged to be harmful to the Association.

2.3.2 Notice to the Member

2.3.2.1 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 meeting.

2.3.2.2 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.

2.3.3 Decision of the Board

2.3.3.1 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.

2.3.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

2.3.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

2.3.3.4 The decision of the Board is final.

2.3.3.5 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.

2.4 Termination of Membership

2.4.1 Resignation

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

2.4.1.2 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 their name is removed from the Register of Members.

2.4.2 Death

2.4.2.1 The membership of a Member is ended upon their death.

2.4.3 Deemed Withdrawal

2.4.3.1 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.

2.4.3.2 In any of the cases above, the name of the Member 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.

2.4.4 Expulsion

2.4.4.1 The Association may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

2.4.4.2 The decision is final with a majority vote.

2.4.4.3 On passage of the Special Resolution, the name of the Member 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.

2.5 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.

Article 3 The Governance of the Association

3.1 The Board

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 will have vested authority to act on behalf of and in the best interests of the Association. The Board shall be governed by the Association's registered Bylaws, policies and objectives.

Internal rules governing the operation of the Association may be established by a majority vote of the Board provided such rules do not exceed authority permitted by these Bylaws or the Act.

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 the property of the Association;
- o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Officers or the paid administrator of the Association.

3.1.2.1 Conflict of Interest

a) In the event that 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 board member (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 board member 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 board member 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 fifteen (12) leads elected at the AGM; and
- b. The immediate past chair.

3.1.4 Election of the Board

3.1.4.1 At the AGM of the Association, the voting Members elect 7 to 12 Board of directors. The Board 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 AGM 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 AGM at which these officers were elected;

3.1.4.2 At each succeeding AGM of the Board, voting Members elect one half of the total Leads, each serving a term that ends at the close of the second AGM following the AGM 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.

3.1.5 Resignation, Death or Removal of a Director

3.1.5.1 A Lead or officer including the chair and immediate past chair, may resign from office by giving one (1) months' notice in writing to the Board. 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 board members 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 or when there is no longer a chair.

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.

3.1.6.1 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.

3.1.6.2 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.

3.1.6.3 50% +1 of the total number of elected Board Members of the Leads and Officers present at any Board meeting is a quorum.

3.1.6.4 Each Lead and Officer, including the chair, has one (1) vote.

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

3.1.6.6 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.

3.1.6.7 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.

3.1.6.8 A meeting of the Board may be held by a conference call, virtual platforms or any other real time-media whereby all Members can attend and be heard at a meeting. Officers and Leads who participate in this call are considered present for the meeting.

3.1.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

3.1.6.10 A board member may waive formal notice of a meeting.

3.2 Officers

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

3.2.2 At its first meeting after the AGM, the Board elects from among the directors the chair and the vice 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.

3.3 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;
- Will sit on three committees;
- 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;
- Is a member of the executive committee along with two other committees; and
- Carries out other duties assigned by the Board.

3.3.3 The Secretary:

- Attends all Board 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;
- 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.
- Ensures an audited statement of the financial position of the Association is prepared and presented at the AGM;
- Is a member of the executive committee; and
- Carries out other duties assigned by the Board.

3.4 Committees

3.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

3.5 The Executive Director

3.5.1 The Board may hire an executive director/general manager to carry out assigned duties..

3.5.2 The Executive Director 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.

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

Article 4 Meetings of the Association

4.1 The AGM

4.1.1 The association holds its AGM 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 Secretary and Executive Director mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the AGM. This notice states the place, date and time of the AGM, and any business requiring a special resolution.

4.1.3 Quorum

Attendance by at least 12 (twelve) of the registered voting Members, in good standing, at the AGM 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) board members

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 AGM. (Refer to 4.3.5.1.)

4.3 Proceedings at the AGM or a Special Meeting, or a General Board 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. 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 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.

4.3.6 Failure to Give Notice of meetings

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 AGM. At each AGM, the Association submits a complete statement of the books for the previous year.

5.3 Cheques and Contracts of the Association

5.3.1 Two (2) designated officers of the Board sign all cheques, and approve all e-transfers 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.

5.3.2 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 The Keeping and Inspection of the Books and Records of the Society.

5.4.1 The secretary keeps a copy of the minutes and records minutes of all meetings of the Members and of the Board.

5.4.1.1 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.

5.4.1.2 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.

5.4.2 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.

5.4.2.1 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.

5.4.2.2 All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.

5.4.2.3 Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

5.5 Borrowing Powers

5.5.1 The Association may borrow or raise funds to meet its objectives and operations if approved at a Special Resolution meeting with the Members. The Board decides the amounts and ways to raise money, including giving or granting security.

5.5.2 No member of the Association may undertake to secure a loan or debt on behalf of the association.

5.6. Remuneration

5.6.1 No Member, Lead or Officer of the Association receives any remuneration for their services as a Member, Lead or Officer.

5.6.2 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.

5.7 Protection and Indemnity of Directors and Officers

5.7.1 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.

5.7.2 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.

5.7.3 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 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:
