

FAIRVIEW COMMUNITY ASSOCIATION
Amended Bylaws 2013

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The Charter as registered under the Societies Act, Registrar of Companies, in the Province of Alberta.

ARTICLE 1 PREAMBLE

- 1.1 The society known as The Fairview Community Association of Calgary, hereinafter referred to as the Association, is incorporated under the Societies Act of the Province of Alberta.
- 1.2 The boundaries of the Association as specified by the City of Calgary are:
- Glenmore Trail – North
Bow River – East
Heritage Drive – South
MacLeod Trail – West
- 1.3 This document will be the general Bylaws for the Association, and will regulate the business and affairs of the Association.

ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Bylaws, the following words will have these meanings:

- 2.1.1 “**Act**” means the Societies Act, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated thereunder that is in effect from time to time.
- 2.1.2 “**Adult**” will mean any person of legal voting age.
- 2.1.3 “**Affiliated Organization**” will mean an organization outside the boundaries of the Association serving the needs of our members.
- 2.1.4 “**Annual General Meeting**” means the annual meeting of members described in clause 4.2.2.
- 2.1.5 “**Ancillary Group**” will mean an associate group serving the special interest or need of the community residents.
- 2.1.6 “**Board**” will mean the Board of Directors of the Association.
- 2.1.7 “**Community-at-Large**” will mean persons outside the boundaries of the Association with whom the Association may have cause to interact.
- 2.1.8 “**Director**” will mean a member elected or appointed to the Board.
- 2.1.9 “**Executive**” will mean the Executive Committee of the Board.
- 2.1.10 “**Fiscal Year**” means the twelve month period commencing on March 1st and ending on the last

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day of February of the following year."

- 2.1.11 A **"Family"** will mean up to two registered adults and any number of children under the age of 18 living in the same residence.
- 2.1.12 **"Legally Related"** will mean any two (2) or more persons associated through birth, marriage and/or common-law agreement.
- 2.1.13 **"Majority"** will mean more than half (1/2) of the votes cast, except as otherwise noted in these Bylaws.
- 2.1.14 **"Member"** will mean the person as described in these Bylaws for membership in the Association.
- 2.1.15 **"Member in Good Standing"** will mean an adult whose annual membership dues and other fees are paid, and whose membership is not under suspension.
- 2.1.16 **"Officer"** will mean a Director elected to the Executive of the Board.
- 2.1.17 **"Policies and Procedures"** means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association and the Facility, which rules and practices may elaborate on, but not be inconsistent with, these Bylaws.
- 2.1.18 **"Proper Notice"** will mean notice given in writing, by letter or by publication in the Association newsletter, not less than ten (10) days prior to a Special, Annual or General Meeting, stating the intention or purpose of the meeting, and delivered to the last recorded address of the member. Said notice will be deemed given when delivered to a household, post office, or for publication in a community newsletter.
- 2.1.19 **"Special General Meeting"** means a special meeting of the Members described in clause 4.4.1.
- 2.1.20 **"Special Resolution"** will mean a resolution passed:
 - a) At a Special or Annual General Meeting of which twenty-one (21) days notice has been given, specifying the intention to propose the resolution as a Special Resolution, AND
 - b) By a majority of not less than three-quarter (3/4) of the votes cast by those members entitled to vote as are present.

2.2 INTERPRETATION

- 2.2.1 In all Bylaws of the Association, the singular will include the plural, and the plural will include the singular; the word "person" will include corporations and associations; the masculine will include the feminine. Wherever reference is made to any statute or section thereof, such reference will be deemed to extend and apply to any amendment to such statute or section as the case may be.

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ARTICLE 3 MEMBERSHIP

3.1 Guidelines

- 3.1.1 Membership in the Fairview Community Association is open to all persons who support, in general, the Objects of the Association.
- 3.1.2 Annual Membership fees will be determined by the Members of the Association.
- 3.1.3 A membership register will be kept current and confidential at the office of the Association.

3.2 General Member

- 3.2.1 Any Adult or Family residing within the established boundaries of the Association may purchase a General Membership. Such membership will permit participation in any and all events and programs of the Association where eligibility and space allow.
- 3.2.2 Each General Member will be entitled to discounted fees for the events and programs of the Association.
- 3.2.3 The rights and privileges of any General Member will include:
 - a) The right to audit meetings of the Association’s Board subject to Article 4.13.2;
 - b) The right to participate in and vote at any duly constituted meeting of the Association’s General Membership;
 - c) The privilege to stand for nomination or appointment as a Director of the Association, except that
 - d) In order to be eligible, a General Member must have paid their fee and be registered with the Membership Director a minimum of thirty (30) days prior to such meeting, nomination or appointment.

3.3 Termination of Membership

- 3.3.1 All memberships described above will automatically terminate on the last day February each year.
- 3.3.2 Any member whose membership terminates may renew his membership at any time thereafter.
- 3.3.3 Any member may terminate his membership at any time by giving the Association notice in writing, but there will be no reimbursement of fees previously paid.

3.4 Expulsion or Suspension from Membership

- 3.4.1 The Board will, upon receiving a formal substantiated complaint, have the power by a majority of two-thirds (2/3) of those votes cast by the Directors present at any meeting, to suspend or expel any member from membership. No member will be suspended or expelled without first being notified in writing of the charge or complaint against him and will be given a minimum of 14 days notice of potential suspension or expulsion. The member will be given the opportunity to be heard or to submit a statement in writing at the Board meeting dealing with his suspension or termination.

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- 3.4.2 There will be no reimbursement of fees previously paid by any suspended or expelled member.
- 3.4.3 Any member whose membership has been suspended will be eligible to renew his membership at any time after the last day February each year.
- 3.4.4 Any member who has been expelled may, upon written application for reinstatement to the Association membership, be reinstated at any Annual, General or Special meeting, where said reinstatement is included on the agenda, by a majority of two-thirds (2/3) of those votes cast by members entitled to vote who are present at such meeting.

3.5 Change of Address of Member

- 3.5.1 All Members will be required to give notice to the Association of any change of address. In the event that only one registered adult of a family changes address, the membership will be deemed to belong to the registered member remaining at the residence.

ARTICLE 4 MEETINGS

4.1 Attendance of Meetings

- 4.1.1 All Annual, Special, and General meetings of the Association will be open to the public, except that all or part of any meeting may be closed, by a majority of the votes cast by those entitled to vote and are present.
- 4.1.2 All meetings of the Board will be open to any General Member, except that all or part of any meeting may be closed, by a two-thirds (2/3) majority of the votes cast by the Directors present.

4.2 Annual General Meeting of the Membership

- 4.2.1 The Board will call for an Annual General Meeting of the membership on or before the 15th day of June each year.
- 4.2.2 The business of the Annual General Meeting will include:
 - a) President's Report of the year's activities;
 - b) Treasurer's Report and the Audited Statements of which sufficient copies are to be available for examination and viewing by the members present;
 - c) Appointment of Auditors for the upcoming fiscal year;
 - d) Election of Directors;
 - e) Any other business of the Association except that no vote will be taken on any matter requiring notice of Special Resolution unless such notice has been given.
- 4.2.3 The order of business will be at the discretion of the chairman PROVIDED THAT in general the business and reports relating to the preceding fiscal year take place before the Election of the Directors.

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4.3 General Meeting of the Membership

4.3.1 The Board may call, in addition to the Annual Meeting, a General Meeting of the Membership at any time and for any purpose.

4.4 Special General Meeting of the Membership

4.4.1 A Special Meeting of the Members of the Association may be called from time to time as circumstances will require or dictate, if:

- a) the Board sees fit to call such meeting; OR
- b) the President receives a request in writing, signed by not less than (10%) of registered General Members stating the reason and motion intended; such meeting to be called within 30 days of receipt of said request.

4.5 Board Meeting

4.5.1 The Board will meet within ten (10) days after each Annual Meeting to form the Board and elect its Officers.

4.5.2 Board will meet at least six (6) times each year at a regular scheduled date and time determined by the Directors, unless the Board cancels a meeting by a majority vote.

4.5.3 Additional meetings of the Board may be called at any time upon the instructions of the President.

4.5.4 A special meeting of the Board will be called by the President within ten (10) days of written request received by him stating in full the object and purpose of the meeting. For the called meeting to be conducted, two-thirds (2/3) of those members who signed the request must be present for the meeting. The written request must be duly signed by:

- a) At least three (3) Directors, OR
- b) Not less than seven (7) General Members.

4.6 Executive Committee Meeting

4.6.1 The Executive Officers of the Board will meet as often as the day to day business of the Association requires and will be called by the President.

4.7 Committee Meeting

4.7.1 The Members of all duly appointed and standing committees of the Board will meet from time to time, or any time at:

- a) The discretion of the Chairman of each Committee;
- b) The call of the Directors.

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4.8 Notice of Meetings

- 4.8.1 Proper Notice will be given to all General Members for any Annual, General or Special meeting.
- 4.8.2 Notice for any additional Board meeting will be in any form decided by the President and in the case of a Committee meeting, by the Chairman, not less than three (3) days prior to such meeting.
- 4.8.3 For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address or phone number of any Member will be the last address or phone number recorded on the books of the Association.
- 4.8.4 No error or omission in giving notice of any Annual, General, Special, Board, Executive or adjourned meeting will invalidate the meeting or make void any proceedings of the meeting.
- 4.8.5 Any General Member may at any time waive notice of any such meeting except Notice of Special Resolution, and may ratify any and all proceedings of the meeting.

4.9 Agenda

- 4.9.1 The business of the Agenda for an Annual General or Special Meeting and any special resolutions will be included in the Notice of Meeting.
- 4.9.2 Only the matter(s) as set out in the notice of meeting will be considered at any General or Special meeting.

4.10 Quorum

- 4.10.1 A Quorum for the transaction of business at any Annual, General or Special meeting will be four Directors of the Board, including two Executive Directors and 20 of the General Members, other than Board Members:
 - a) If there is no Quorum at such meeting within thirty (30) minutes from the time appointed for the meeting, and provided that a minimum of four Directors of the Board, including two Executive Directors and 10 General Members, other than Board Members, are in attendance, the chairman will poll the General Members present, AND
 - b) If there is unanimous consent a legal Quorum will be deemed to be present and the meeting will be conducted and its conclusions and resolutions will be legal and binding as though a full Quorum had been present, OR
 - c) If unanimous consent is not obtained to conduct the meeting and before adjourning the original meeting, the Chairman, at his discretion, will fix a date, time and place to hold another meeting, and any business may be dealt with at the adjourned meeting if a Quorum is present, AND
 - d) If there is no quorum at this adjourned meeting within thirty (30) minutes from the time appointed for the meeting, those General Members present will be deemed a legal quorum and the meeting will be conducted and its conclusions and resolutions will be legal and binding as though a full quorum had been present.
- 4.10.2 The Quorum for the transaction of business at any Board meeting will be a simple majority of Board members including one Executive Officer.

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4.10.3 The Quorum for the transaction of business at any Executive meeting will be three (3) Executive Officers.

4.11 Voting

4.11.1 Except for the Chairman, each General Member registered with the Association will have one (1) vote at any Annual, General or Special meeting, and where elected or appointed, at any Board or Executive meeting.

4.11.2 The Chairman votes only to break a tie with the exception of a decision by ballot, in which case the Chairman has only one (1) vote and not a casting vote.

4.11.3 At all meetings of the Association whether Annual, General, Special, Board or Executive, every question will be decided by a majority of the votes cast by the members present unless otherwise required by the Bylaws of the Association, or by law.

4.11.4 A declaration by the Chairman that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association, will be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

4.11.5 Voting will be by show of hands unless a poll is demanded.

4.11.6 If a poll is demanded and not withdrawn, the question will be decided by a majority of votes given, and the poll will be taken in such manner as the Chairman will direct.

4.11.7 There will be no voting by proxy permitted at any meeting.

4.11.8 For Board or Executive business, electronic voting by email will be deemed acceptable for time sensitive matters subject to 4.11.1, 4.11.2, 4.11.3, 4.11.4. All Board members must use "Reply All" when voting to ensure all members are informed of all votes. A complete record of the vote, including the details of the matter being put to a vote and the results of the vote with enough information to identify the Voter will be made part of the minutes of the next Board Meeting.

4.11.9 Any Director may vote on a matter being determined at a meeting of the Board by fax, e-mail or notice delivered to the President before that meeting if the matter is submitted to the Directors in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as the nature of that matter.

4.12 Minutes

4.12.1 Minutes will be taken and recorded at every meeting, the original copy of said document to be filed at the Office of the Association.

4.13 Adjournment

4.13.1 Any meeting may be adjourned with the consent of the majority of the members at the meeting.

4.13.2 The adjourned meeting conducts only the unfinished business from the original meeting.

4.13.3 No notice is required for the adjourned meeting.

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ARTICLE 5 ELECTION OF DIRECTORS

- 5.1 The Board will consist of not less than five (5) and not more than fifteen (15) General Members and, except for the President, will be elected annually by those Members entitled to vote as are present at the Annual General meeting.
- 5.2 The Nominating Committee will nominate a slate of candidates for the Directors.
- 5.3 Further nominations for the Directors may be made by any General Member from those members also present at the Annual General Meeting.
- 5.4 The outcome of the elections will be determined by a plurality vote; i.e. whoever receives the most votes is elected.
- 5.5 The Directors may be elected en bloc.
- 5.6 No member may be elected or appointed to the Board for more than five (5) years in succession unless elected by two-thirds (2/3) majority of the votes cast by the members present at the Annual General Meeting. A member will be eligible to serve again following an absence of one year.
- 5.7 The Directors so elected and appointed will form the Board and will hold office until the next Annual General meeting.

ARTICLE 6 GOVERNANCE

6.1 Board of Directors

- 6.1.1 Each Director, at the time of his election or appointment and throughout his term of Office, will be a General Member of the Association. A Director cannot be an employee of the Association.
- 6.1.2 If less than fifteen (15) members are elected at the Annual meeting, the Board will have the power to appoint additional members, to the maximum of fifteen (15), upon a simple majority of the votes cast by the Directors present at any duly constituted Board meeting.
- 6.1.3 The Directors of the Board will serve without remuneration and no Director will directly or indirectly receive any profit from his position as such; however a Director may be paid reasonable expenses incurred by him in the performance of his duties.
- 6.1.4 A resolution in writing signed by all of the Directors personally will be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 6.1.5 No Director or Directors will 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.

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6.1.6 Vacancies on the Board, however caused, so long as a quorum of Directors remains in office, may be filled by the Directors, if they will see fit to do so; otherwise, such vacancies will be filled at the next Annual General Meeting of the Members at which the Directors for the ensuing year are elected, except that if there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies (4.10.2).

6.2 Duties of the Board

6.2.1 The Board will have and exercise all the powers of the Association as fully and completely as the Association could in general meeting, subject always, however, to the provisions of the Societies Act, City of Calgary Landholder Agreement and of these Bylaws and without restricting the generality of the foregoing, the Directors will:

- a) Collect the amount of the membership fee for the following year;
- b) Hold meetings as herein set forth;
- c) Make policies and procedures from time to time for the operation of the Association; such policies and procedures to be recorded in the Association's Policy and Procedure Manual;
- d) Undertake whatever means they deem advisable to further the financial position of the Association, and to make whatever expenditures necessary to carry out its activities;
- e) Appoint Officers and Agents, and authorize the employment of persons as they deem necessary, to carry out the Objects of the Association. Such Officers, Agents and employees will have the authority and will perform the duties as may be assigned by the Board;
- f) Ensure that all necessary books and records of the Association, required by these Bylaws or by any applicable statute or law, are regularly and properly kept and file such returns, reports and other materials as are required to be submitted under the Act, other statute or laws;
- g) Manage, sell, lease, dispose of or otherwise deal with the assets of the Association;
- h) Approve an Annual Budget for the association;
- i) Have the authority to appoint a Past President to serve in an advisory capacity to provide continuity to the Board and will be a non-voting member. The Board will assign duties;
- j) Ensure that all policies of insurance required to be maintained by the Act and other applicable statute or law, are acquired and maintained;
- k) Ensure that Minutes are kept of each Annual, Special, General, Board and Committee meeting;
- l) Cause the Financial Statements to be audited for each fiscal year.

6.3 Removal of a Director

6.3.1 A Director will be automatically removed from office who:

- a) Resigns by giving notice in writing; OR
- b) Is absent from more than two (2) meetings of the Board, unless the cause is considered and excused by the Directors present at the subsequent missed meeting.

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- 6.3.2 The Board will have the power by two-thirds (2/3) majority of the votes cast by the Directors present to remove any Director from office
- a) Who fails to act in concert with the Objects of the Association, goals and resolutions of the Board; OR
 - b) Whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; OR
 - c) Who willfully breaches the Bylaws or Policy and Procedures of the Association.
- 6.3.3 No Director will be removed without being notified in writing of the charge or complaint against him and without having first been given the opportunity to be heard or to submit a statement in writing at the Board meeting called for that purpose. (Article 4.5.4)
- 6.3.4 A Director whose removal has been recommended will be notified no less than ten (10) days prior to the called meeting and will be automatically suspended until the resolution is dealt with at said meeting.
- 6.3.5 The resolution as decided by the Board is final subject to Article 4.4.1(b).
- 6.3.6 Any Director removed from the Board will not be eligible to stand for election or appointment for a period of two (2) years from date of expulsion.

6.4 Officers of the Board

- 6.4.1 An Officer is a Director of the Board.
- 6.4.2 The Directors will elect, by majority vote, an Executive Committee of Officers and will appoint whatever additional Officers of the Association as may be required. The Board may appoint any vacant office as required to complete the term.
- 6.4.3 The Executive Officers of the Association will consist of President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- 6.4.4 No person will be elected as President for more than two (2) terms in succession. A term will be two (2) years.
- 6.4.5 All other persons elected to the Executive will not serve in the same position as an Officer for more than three (3) terms in succession. A term will be one (1) year.
- 6.4.6 No two (2) or more persons who are legally related will be elected as Officers at any given time.

6.5 Duties of the Officers

6.5.1 President

The President will:

1. Be responsible for the general supervision of the Association.
2. Chair all meetings of the Association, the Board and the Executive Committee.
3. Act as the Official Spokesperson for the Association, but may delegate such authority.

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4. Be the principal signing authority on all documents and correspondence, and a designated signing authority on all bank accounts of the Association.
5. With the Secretary, authenticate the use of the Seal of the Association.
6. Be an ex-officio member of all committees of the Board.
7. Carry out other duties pertaining to such office, and other duties as assigned by the Board.

6.5.2 First Vice-President

The Vice-President will:

1. Assist the President in the discharge of his duties and preside at all meetings in his absence.
2. Be a member of the Executive Committee.
3. Be a designated signing authority on all bank accounts of the Association.
4. Chair a Standing Committee, or represent ad hoc committees at Executive Committee meetings, as appointed.
5. Carry out other duties as may be assigned by the Board.

6.5.3 Second Vice-President

The Second Vice-President will:

1. Preside at all meetings in the absence of the President or First Vice-President.
2. Be a member of the Executive Committee.
3. Chair a Standing Committee, or represent ad hoc committees at Executive Committee meetings, as appointed.
4. Carry out other duties as may be assigned by the Board.

6.5.4 Secretary

The Secretary will:

1. Attend all meetings of the Association, the Board and the Executive Committee and keep accurate minutes of such meetings.
2. Be in charge of all correspondence of the Association under the direction of the President and the Board.
3. Make sure a record of names and addresses of all Members is kept and cause all notices of various meetings to be sent as required.

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4. Ensure that all records of the Association are properly maintained, including Policy and Procedures and the Bylaws.
5. With the President, authenticate the use of the Seal of the Association.
6. Be a member of the Executive Committee.
7. Be a designated signing authority on all bank accounts of the Association.
8. Carry out other duties as may be assigned by the Board.

6.5.5

Treasurer

The Treasurer will:

1. Ensure that all monies paid to the Association are deposited in a chartered bank, Treasury Branch, Credit Union, or Trust Company covered by insurance as chosen by the Board.
2. Provide a monthly report of the Association's bank accounts and operational costs and be able to advise the Board at any time of the financial position of the Association.
3. Ensure that an audited financial statement is prepared by the appointed auditors and presented at the Annual General meeting.
4. Be a member of the Executive Committee.
5. Be a designated signing authority on all bank accounts of the Association.
6. Chair the Finance Committee when deemed a Standing Committee by the Board.
7. Carry out other duties as may be assigned by the Board.

6.6

Executive Committee

6.6.1

The Officers of the Board will comprise the Executive Committee of the Board.

6.6.2

The Executive will be responsible for the day-to-day administration of the affairs of the Association and the requirements of these Bylaws within the constraints set from time to time by the Board and, without restricting the generality of the foregoing, will:

- a) Hire, supervise, evaluate and release such management staff as may be deemed needed by the Board.
- b) Prepare the annual budget for the following year.
- c) Act as the Nominating Committee unless otherwise directed by the Board.
- d) Apprise the Board of actions taken between Board meetings.
- e) Recommend policy and procedure to the Board.
- f) Assemble the information required to effect an informed decision by the Board on matters pertaining to the operations of the Association.

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6.7 Other Committees

6.7.1 The Board may appoint Standing or Ad Hoc Committees to assist the Board in their decisions.

6.7.2 The Membership Committee will be a Standing Committee and will be responsible for the implementation of the annual Membership Drive.

6.7.3 The Nominating Committee will be a Standing Committee and will be responsible for the preparation of a slate of nominees for the positions of Director to be filled at the Annual General Meeting.

6.7.4 From time to time and as needed, the Board may establish a Standing Committee including (but not limited to) Finance, Fundraising or Planning.

6.7.5 The Chairman of any Committee will be a Director of the Board.

6.8 Executive Director

6.8.1 The Board may hire an Executive Director to carry out duties assigned by the Executive Committee.

6.8.2 The Executive Director will report to the President and is responsible to the Board and will be an advisor to the Board and to all Committees.

6.8.3 The Executive Director has no vote at any meeting.

6.9 Ancillary Group

6.9.1 From time to time or as needed, to further the Objects of the Association, the Board may authorize the support of an Ancillary Group or Branch Society under the protection of the Association.

6.9.2 A group so sponsored will have the powers necessary to carry out its purpose, not exceeding the powers of the Association.

6.9.3 All Ancillary Groups or Branch Societies will have a Director appointed by the Board to function as its liaison.

6.9.4 If the Ancillary Group or Branch Society is deemed, at any time, to be functioning outside its mandate, the Objects of the Association, or the Association Bylaws, the Board, by a two-thirds (2/3) majority of votes cast, will terminate the alliance.

6.10 Affiliated Organization

6.10.1 Upon approval of the Board, the Association may affiliate with any other organization. All positions taken by the Affiliated Organization, which in any manner are designed to represent the Association, will be presented to the Board for approval or disapproval.

6.10.2 If the Affiliated Organization is perceived by the members of the Board to be representing the Association without its approval, the Board, by a two-thirds (2/3) majority of votes cast, will terminate the affiliation.

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ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Registered Office

7.1.1 The office of the Association will be located at the City of Calgary, in the Province of Alberta.

7.2 Finance and Audit

7.2.1 The fiscal year will end on the last day of February every year.

7.2.2 The Executive Officers designated will be the signing authorities on the Association bank accounts. Two (2) signatures are required on all cheques and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them except that any cheque payable to a Director will not be signed by that person.

7.2.3 Acceptance and approval of the budget is approval of any expenditures therein.

7.2.4 Large emergency expenditures in excess of budgeted amounts will be approved by a simple majority of the Board.

7.2.5 The accounts of the Association will be audited annually by the appointed auditors and a complete financial statement prepared by them for presentation at the Annual General Meeting.

7.2.6 For the purpose of carrying out its Objects, the Association may borrow and secure payment of monies, not in excess of five thousand (\$5000.00) dollars without sanction of a Special Resolution of the membership.

7.3 Seal of the Association

7.3.1 The Seal of the Association, wherever used, will be authenticated by the President and Secretary.

7.3.2 From time to time, the Board may authorize the ceremonial use of the Seal and may authorize other Officers to use the Seal.

7.4 Minute Book

7.4.1 The Secretary or other Executive Officer directed by the Board, will maintain and have charge of the Minute Book of the Association and will record or cause to be recorded in it the Minutes of all proceedings of all meetings of Members and Directors.

7.4.2 The Minute Book will contain the following information:

1. Certificate of Incorporation
2. Copy of the Objects of the Association and any Special Resolution altering the Objects
3. Copy of the Bylaws of the Association and any Special Resolution altering the Bylaws
4. Copies of originals of all documents, registers and resolutions required by law
5. Copies of the audited financial statements of the preceding fiscal year
6. Copies of all other documents directed to be inserted into the Minute Book by the Board

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7.5 Inspection of the Books

- 7.5.1 The books and records of the Association may be inspected by any General Member at any time at the Registered Office of the Association.
- 7.5.2 Any General Member wishing to inspect the books or records must give reasonable notice and arrange a time satisfactory to the President or Secretary.
- 7.5.3 All financial records of the Association are open for such inspection by the Members.
- 7.5.4 Other records of the Society are open for inspection except for records that the Board designates as confidential.
- 7.5.5 Each Member of the Board will at all times have access to such books and records.

7.6 Indemnity of Directors

- 7.6.1 Each Director of the Association will be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative and the respective heirs, executors, administrators and estate of each such person will from time to time and at all times be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and
- b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this Clause will not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board will acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in the Clause.

- 7.6.2 No Director is liable for acts of any other Director or employee, or is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Association and no Director is liable for any loss due to an oversight, error in judgement or an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 7.6.3 Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.
- 7.6.4 No Member will be liable in the Member's individual capacity for any debt or liability of the Association.

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ARTICLE 8 **AMENDMENTS**

- 8.1 The Bylaws of the Association will not be rescinded, altered or added to except by “Special Resolution” passed at a Special or Annual General meeting.
- 8.2 Any action resulting in a change to the Societies Act R.S.A. 2000 Chapter S-14, which may conflict with any part of these Bylaws will have the effect of an amendment without any action on the part of the Association.
- 8.3 Any question of procedure not provided for in these Bylaws or the Societies Act R.S.A. 2000 Chapter S-14, will be decided upon by the Board. Any action or policy decision made will be noted, an appropriate provision established, and forwarded to the membership in note form to be discussed and included in these Bylaws, if passed at the next Annual General or Special Membership meeting of the Association.

ARTICLE 9 **RULES OF ORDER**

- 9.1 Unless otherwise provided for by resolution or these Bylaws, parliamentary procedures will be governed by the current edition of Robert’s Rules of Order.

ARTICLE 10 **DISSOLUTION**

- 10.1 In the event of Dissolution of the Association, all assets and liabilities of the Association will become the property of the City of Calgary.
- 10.2 The Association may not pay any dividends or distribute its property among its Members.