

**Fairview Community Association
Bylaws - DRAFT - Version 4**

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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 is the general Bylaws for the Association, and will regulate the business and affairs of the Association.

ARTICLE 2 - MEMBERSHIP

- 2.1 **General Member.** Membership in the Fairview Community Association is open to all adults who reside within the established boundaries of the Association and who support, in general, the Object(s) of the Association.
- 2.2 **Rights of Membership.** All members in good standing have the right to attend and vote at general meetings of the Association and have the right to serve as Directors.
- 2.3 **Membership Fees.** The amount for annual membership fees will be determined by the Members of the Association. Membership is for the period of March 1 of any given year until the last day of February of the following year. Membership fees must be paid in full for membership rights to be activated.
- 2.4 **Termination of Membership.** All memberships terminate on the last day of February each year. A member may terminate their membership at any time in writing to the Association. Membership terminates when a member no longer resides within the established boundaries of the Association. There is no reimbursement in whole or in part for terminated memberships.
- 2.5 **Suspension from Membership**
 - 2.5.1 The Board may, at a regular or special Board meeting, suspend a Member's membership for not more than three months if the Member has:
 - a. failed to abide by the Association Bylaws.
 - b. has disrupted meetings or functions of the Association.
 - c. has done or failed to do anything judged to be harmful to the Association.

- 2.5.2 The affected Member will be notified in writing, a minimum of 14 days before the meeting, of the Board's intention to consider the suspension of the Member. The notice will state the reason why suspension is being considered and the location and time of the meeting.
- 2.5.3 At the meeting where the suspension is considered, the Member will have the opportunity to speak to the matters outlined in the letter and may bring one person with them to assist. This person will also be allowed to speak to the matter. The Board reserves the right to set the order of speaking and time limits for discussion. The Board reserves the right to exclude the Member (and person assisting) for any parts of the discussion and/or voting on the matter. The decision to suspend and the length of the suspension will be decided by majority vote of the Board.
- 2.5.4 There will be no reimbursement of fees previously paid by any suspended member.

2.6 **Expulsion from Membership**

- 2.6.1 The Association may, at a Special General Meeting called for that purpose, expel a Member from the Association if the Member has:
 - a. failed to abide by the Association Bylaws.
 - b. has disrupted meetings or functions of the Association.
 - c. has done or failed to do anything judged to be harmful to the Association.
- 2.6.2 The affected Member will be notified in writing, a minimum of 14 days before the Special General Meeting, of the Association's intention to consider the expulsion of the Member. The notice will state the reason why expulsion is being considered and the location and time of the meeting.
- 2.6.3 At the meeting where the expulsion is considered, the Member will have the opportunity to speak to the matters outlined in the letter and may bring one person with them to assist. This person will also be allowed to speak to the matter. The Association reserves the right to set the order of speaking and time limits for discussion. The Association reserves the right to exclude the Member (and person assisting) for any parts of the discussion and/or voting on the matter. The decision to expel the member will be decided by majority vote of the Association.
- 2.6.4 There will be no reimbursement of fees previously paid by any expelled member.
- 2.6.5 While expulsion from the Membership is permanent, any member who has been expelled may, upon written application for reinstatement to the Association, be reinstated by a majority vote at any General Meeting where the reinstatement is included on the agenda.

ARTICLE 3 - MEMBERSHIP MEETINGS

- 3.1 **Open Meetings.** All Annual and Special General Meetings of the Association will be open to the public, except that all or part of any meeting may be closed to the public by majority vote of the members present.
- 3.2 **Annual General Meeting.** The Board will call an Annual General Meeting (AGM) each calendar year to take place in the month of May or June. The business of this meeting will typically include reports of the Board, presentation of the audited financial statements, appointment of the auditors for the upcoming fiscal year, election of Directors, and any other business of the Association. The presentation of the audited financial statements and reports of the Board will take place prior to the election of Directors. Members may request in writing for an item of business to be added to the AGM agenda provided that notice is given by March 31 of the AGM year.
- 3.3 **Special General Meeting.** A Special General Meeting of the members may be called by the Board of Directors as needed, or by the Members through providing the Board with a letter signed by not less than 10% of the current Membership stating the reason(s) for the meeting. The letter must provide enough detail to inform the Board of the motion(s) that will be made at the meeting. If the proposed action(s) are in order, the Board will convene a Special General Meeting no later than 45 days after receipt of the letter.
- 3.4 **Notice.** Notice of at least 21 days will be given for the Annual General Meeting and at least 7 days in advance for a Special General Meeting. Notice will be given by posting the meeting information on the Association website and by sending it either to the Member's last known electronic or physical mail address. No error or omission in providing notice will invalidate the meeting or make void any of the proceedings of the meeting.
- 3.5 **Quorum.** The quorum for any General Meeting of the Membership will be 12 members of the Association, two of which must be Executive Officers. If vacancies in the Executive exist so that there are not two executive Directors, this latter condition is waived.
- If quorum has not been reached within thirty minutes of the meeting start time, the meeting will come to order and adjourn to the same time one week later. The location of the adjourned meeting will be determined by the Board. Notice of the adjourned meeting will be sent directly to the last known email address of the members within 48 hours after the adjournment of the initial meeting.
- If there is no quorum at the adjourned meeting within thirty minutes of the meeting start time those members present will be deemed a legal quorum and the meeting will proceed.
- 3.6 **Agenda.** The agenda for any General Meeting will be sent out with the notice of the meeting. Only the matters as set out in the meeting agenda will be considered at any meeting. The exact wording of resolutions (other than Special Resolutions) does not need to be provided in the agenda.
- 3.7 **Voting.** Every member of the Association has one vote on every resolution or matter that is voted on. The Chair of the meeting may only vote if the vote is by secret ballot or if their vote will change

the decision of a non-secret ballot vote. In this case, the Chair is not obligated to do so. Unless otherwise agreed upon, votes will be by show of hands. Voting by proxy is not permitted.

- 3.8 **Chair.** The President of the Association will normally chair all meetings of the members and in the absence or unwillingness of the Chair to preside the following in order will chair the meeting; First Vice-president, Second Vice-president, Secretary and Treasurer. If none of these are available or willing to chair the meeting the members will appoint another member to serve as chair. The Board reserves the right to appoint a non-member, trained in meeting rules and governance, to preside at any General Meeting of the members.
- 3.9 **Electronic Meeting.** The Board may choose to hold any General Meeting by electronic means provided that all meeting participants are able to hear each other simultaneously. Members are responsible to ensure they have adequate technology and connection to participate in the meeting.
- 3.10 **Electronic Participation** - The Board may allow electronic participation of Members at a General Meeting that is being held at a physical location. If allowed to participate electronically, these Members are considered to be present at the meeting and are part of the meeting quorum and may take part fully in the meeting. Members are responsible to ensure they have adequate technology and connection to participate in the meeting.

ARTICLE 4 - BOARD OF DIRECTORS

- 4.1 **Board.** The Board of Directors (the Board) will consist of not less than five members and not more than 15 members. If less than five members are elected at the AGM, those elected will be considered the legal Board of the Association. A Director must be a member of the Association and may not be an employee of the Association.
- 4.2 **Term Length.** Members elected to the Board of Directors will serve until the next Annual General Meeting. An elected Director's term and duties begin after the adjournment of the meeting in which they were elected.
- 4.3 **Nomination & Election of Directors.**

All nominations for the Board will be made from the floor of the AGM. A member does not need to be present at the meeting to let their name stand for nomination provided they have indicated in writing their willingness to do so prior to the meeting. Self nomination is permitted.

After nominations have closed, the membership will vote by ballot. Members may vote for as many members as they wish up to the maximum number of positions available. Members fill their ballot by writing in the names of each member they are voting for on their ballot. Only names that were nominated may be written in.

If the number of persons nominated is greater than the total number of positions available, those who received the most votes in order and who received a majority of votes are elected to the Board. If there is a tie for the final position (s) another ballot vote is taken with all candidates not

elected remaining eligible on the ballot. The persons receiving the most votes and who received a majority of votes are elected to the Board up to the maximum number of positions available.

If the number of persons nominated is less than the total number of positions available, all those who received a majority of votes are elected to the Board. Those receiving less than a majority of votes are not elected to the Board. There is no subsequent balloting in this case.

4.4 **Vacancies.** The Board may appoint Members to the Board of Directors (within the maximum limit in Section 4.1) at any Board meeting during the year. These appointed Directors serve until the elections of the next AGM.

4.5 **Removal of a Director.** A Director will be automatically removed from office who resigns by giving notice in writing.

Directors may be removed by the Membership by majority vote at a Special General Meeting called for that purpose:

- 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.

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.

Any Director removed from the Board (by the Membership or the Board) will not be eligible to stand for election or appointment for a period of two (2) years from date of removal.

4.6 **Remuneration.** Members of the Board will serve without remuneration. A Director may be reimbursed for Board authorized expenditures.

4.7 **Authority & Duties of the Board.** The Board of Directors governs and manages the affairs of the Association. The powers and duties of the Board include but are not limited to:

- a. promoting the objects of and membership in the Association.
- b. maintaining and protecting the Association's assets and property.
- c. approving an annual budget.
- d. paying all operating and management expenses.
- e. making policies and procedures for the operations of the Association.
- f. approving all contracts for the Association.

g. maintaining all accounts and financial records of the Association.

- 4.8 **Board Meetings.** The Board of Directors will meet at least six times per year. The dates and locations of the meetings will be determined by the Board. Additional meetings of the Board may be called by the President or by more than half of the Directors, provided in either case that at least three days notice is provided to each Director. The notice period can be waived if all Directors agree to do so. Quorum at any Board meeting will be a majority of Directors.
- 4.9 **Electronic Meeting.** The Board may choose to hold any board meeting by electronic means provided that all meeting participants are able to hear each other simultaneously. Members are responsible to ensure they have adequate technology and connection to participate in the meeting.
- 4.10 **Electronic Participation.** The Board may allow electronic participation of Board Members at a Board Meeting that is being held at a physical location. If allowed to participate electronically, these Board Members are considered to be present at the meeting and are part of the meeting quorum and may take part fully in the meeting. Members are responsible to ensure they have adequate technology and connection to participate in the meeting.
- 4.11 **Resolution in Writing.** A resolution in writing signed by all of the Directors will be valid and effectual as if it had been passed at a Board meeting.
- 4.12 **Committees of the Board.** The Board may establish permanent or temporary committees to assist in the work of the Association as needed.

ARTICLE 5 - OFFICERS OF THE BOARD OF DIRECTORS

- 5.1 **Composition.** The Officers of the Board are the President, Vice-President, Second Vice President, Secretary, and Treasurer. The positions of Secretary or Treasurer may be added to the role of the Second Vice President (e.g. one person serves as VP2/Treasurer). The Board of Directors, at the first meeting after the AGM, will elect Directors to each of these positions. The Board may fill vacancies in these positions at any meeting of the Board. No two or more persons who are legally related may serve as Officers at any given time.
- 5.2 **Term Limits.** No member may serve more than three consecutive full years in any one position of the Board.
- 5.3 **Removal from Office.** The Board may remove an Officer from an Officer position by majority vote at a Board meeting. This decision does not remove the Member from the Board of Directors.
- 5.4 **Duties of the Officers.**

The President will:

1. be responsible for the general supervision of the Association.
2. normally preside at all meetings of the Association and the Board.

3. act as the spokesperson for the Association or designate someone else to do so from time to time.
4. be the principal signing authority on all documents and correspondence.
5. be an ex-officio member of all Committees of the Board.

The First Vice-President will:

1. assist the President with their duties and normally preside at all meetings of the Association and the Board in the absence of the President.

The Second Vice-President will:

1. assist the President and the First Vice-President with their duties and normally preside at all meetings of the Association and the Board in the absence of the President and the First Vice-President.

The Secretary will:

1. maintain minutes of all meetings of the Association and Board.
2. oversee all correspondence of the Association under the direction of the Board.
3. ensure a record of names and contact information of all Members is kept and cause all notices of various meetings to be sent as required.

The Treasurer will:

1. ensure that all monies paid to the Association are deposited in a financial institution 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.

All Executive Officers will:

1. be a designated signing authority on all bank accounts of the Association.
2. carry out other duties as assigned by the Board.

ARTICLE 6 - FINANCE

- 6.1 **Fiscal Year.** The fiscal year end date is the last day of February each year.
- 6.2 **Cheque Signing Authority.** The Officers are the signing authorities on the Association bank accounts. Two signatures are required on all cheques. A cheque payable to an Officer will not be signed by that same person.
- 6.3 **Annual Budget.** The Board will approve an annual budget for each fiscal year. Expenditures that vary more than 5% from the agreed upon budgeted amount must be approved by the Board. Adjustments to the Budget may be made at any time of the year by Board resolution.

- 6.4 **Audit.** 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.
- 6.5 **Borrowing Powers.** 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 the requirement of a Special Resolution of the membership.

ARTICLE 7 - OTHER MATTERS

- 7.1 **Seal of the Association.** The Seal of the Association, wherever used, will be authenticated by the President and Secretary. From time to time, the Board may authorize the ceremonial use of the Seal and may authorize other Officers to use the Seal.
- 7.2 **Minutes & Records of the Association.** The Board of Directors will maintain and have charge of the minutes, financial records and other records of the Association. These records of the Association may be inspected by any Member of the Association at the Registered Office of the Association or other location as agreed upon. Any Member wishing to inspect these records must give reasonable notice and arrange a time satisfactory to the Board of Directors. All records of the Association are open for inspection except for records that the Board designates as confidential. Each Member of the Board will at all times have access to all records of the Association.
- 7.3 **Indemnity of Directors**
- 7.3.1 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.

- 7.3.2 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.
- 7.3.3 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.
- 7.3.4 No Member will be liable in the Member's individual capacity for any debt or liability of the Association.

ARTICLE 8 - AMENDMENT OF BYLAWS

- 8.1 The Bylaws of the Association may be rescinded, altered or added to by "Special Resolution" passed at a Special or Annual General meeting. A Special Resolution is defined in the Societies Act.
- 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.

ARTICLE 9 - RULES OF ORDER

Unless otherwise provided for by resolution or these Bylaws, parliamentary procedure will be governed by the current edition of Robert's Rules of Order Newly Revised.

ARTICLE 10 - DISSOLUTION

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