

The Edgemont Community Association



BYLAWS

Revised 2017

I hereby certify that the following Special Resolution was passed at the Special General Meeting of the members of The Edgemont Community Association on March 2, 2017.

The Bylaws were changed as follows:

The existing Bylaws are repealed.
They are replaced by the attached Bylaws.

Date: _____

Signature: _____

Name/Title: **Brett Redpath, Director and Secretary of The Edgemont
Community Association**

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ARTICLE 1 – PREAMBLE

1.1 The Association

The name of the Association is The Edgemont Community Association, which may also be known or referred to as “ECA”, “The ECA” or “The Association”.

1.2 The Bylaws

The following articles set forth the Bylaws of The Edgemont Community Association.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words 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;
- 2.1.2 “Affiliate” means another organization working in the Community to provide programs and services complimentary to the Association that requires membership in ECA;
- 2.1.3 “Annual General Meeting”, also known as “AGM”, means the Annual General Meeting described in Article 4.1;
- 2.1.4 “Association” means The Edgemont Community Association;
- 2.1.5 “Board” means the Board of Directors of the Association;
- 2.1.6 “Budget” means The Association’s estimate of income and expenditure for a fiscal period, projecting annual funding requirements;
- 2.1.7 “Business Plan” means the Association’s established goals, activities and intentions for the fiscal year;
- 2.1.8 “Bylaws” mean the bylaws of this Association as amended, approved by the membership of The ECA and the Corporate Registry of Alberta;
- 2.1.9 “Community” means Edgemont, within the boundaries designated by the City of Calgary;
- 2.1.10 “Core Portfolio” means a key area of the Association responsibility, and that requires Director governance;
- 2.1.11 “Director” means any person elected or appointed to the Board;
- 2.1.12 “Executive Committee” means the Standing Committee comprised of the President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary;
- 2.1.13 “Fiscal Year” of the Association is January 1st through December 31st;
- 2.1.14 “General Meeting” means either of an Annual General Meeting or a Special General Meeting;
- 2.1.15 “Mail” means a combined minimum of two of the following: letter, hand delivered notice, newsletter or flyer, facsimile, e-mail, sign board prominently displayed to the membership or a notice posted at the Community centre or on The ECA website;
- 2.1.16 “Member” means a Member of the Association in good standing as further defined in Articles 3.2 and 3.5;
- 2.1.17 “Notice”
 - 1) Mail communication from the Board of Directors to the membership;
 - 2) Mail communication from the President to the Directors or from the chairperson of a Committee to the Committee members; and

- 3) The Secretary controls the Notice to membership for General Meetings or to the Directors for Board meetings, or to the Officers for Executive Committee meetings; a Committee chairperson controls notice to Committee members;
- 2.1.18 “Officers” - The Officers of the Association are the President, 1st Vice-President, 2nd Vice-President, Secretary, and the Treasurer;
- 2.1.19 “Presiding Officer” means the person who chairs a General Meeting, as further described in Article 4.3.2;
- 2.1.20 “Registered Office” means the physical office for the Association. It is the location where the Association originates, receives and retains all forms of written and electronic correspondence. The Registered Office of the Association is located at 33 Edgevalley Circle, Calgary, AB T3A 4X1, and all Association correspondence should reference and be directed to this location. Another place may be established at the Annual General Meeting or by resolution of the Board;
- 2.1.21 “Register of Members” means the record retained by the Secretary on behalf of the Association containing the pertinent details of the Members;
- 2.1.22 “Special General Meeting”, also known as “SGM”, means a meeting described in Article 4.2;
- 2.1.23 “Special Resolution” means a resolution:
- a. Passed at a General Meeting of the membership of the Association. There must be twenty-one (21) days’ Notice provided for this Meeting. The Notice must state proposed resolutions. There must be approval by a vote of 75% of the votes cast by Voting Members attending the Meeting;
 - b. Proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days’ Notice where all the Voting Members eligible to vote at the General Meeting have agreed; or
 - c. Affirmed in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting or by a voting process established by the Association;
- 2.1.24 “Strategic Plan” means the Association’s long-term goals with actions needed to achieve these goals. The Strategic Plan typically projects a five-year horizon;
- 2.1.25 “Standing Committee” or “Committee” means a committee convened for an ongoing Association purpose and chaired by a Director. It can also mean a committee convened for a specific period to provide incremental resourcing for a Board mandated area of particular focus and/or intensity;
- 2.1.26 “Sub-Committee” means a committee convened for a specific Community-based initiative under the governance of at least one Director, usually intended to exist only until the initiative is concluded. The Sub-Committee can be chaired by a Director or a Member of the Association;
- 2.1.27 “Voting Member” means a Member entitled to vote at the meetings of the Association as set out in Article 3.6.

2.2 Interpretation

The following rules of interpretation must be applied to interpret these Bylaws:

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa;
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws;

- 2.2.4 These Bylaws must be interpreted with Board authority, and in the best interests of the Association.

ARTICLE 3 – MEMBERSHIP

3.1 Community Boundaries

The Association shall represent the Community.

3.2 Classification of Members

- 3.2.1 There are two (2) categories of members:

- a. Regular Member;
- b. Associate Member;

- 3.2.2 Regular Member

Any person residing within the Association boundaries who has satisfied the membership admission requirements described in Article 3.3. Voting rights are described in Articles 3.6 and 4.3.5. A Regular membership includes all individuals in one household;

- 3.2.3 Associate Member

Any person residing outside the Association boundaries who wants to participate in an Association-sponsored program which requires a membership in The Association and who has satisfied the membership admission requirements described in Article 3.3. An Associate Member has no voting rights. An Associate membership includes all individuals in one household.

3.3 Admission of Members

- 3.3.1 An individual who is 18 years of age or older and is found in good standing may become a Member by completing the application form and paying associated fees;
- 3.3.2 Individuals who have been expelled may apply for re-instatement one calendar year after the effective date of being expelled. The Board will review these situations on a case-by-case basis considering evidence that reasons for expulsion no longer exist;
- 3.3.3 The term for all memberships shall be established by the Board.

3.4 Membership Fees

- 3.4.1 Membership Fees are determined by the Board;
- 3.4.2 Membership Fees are not pro-rated.

3.5 Member in Good Standing with Rights and Obligations

- 3.5.1 A Member in good standing is entitled to:
- a. Attend meetings of the Association;
 - b. Examine the articles, bylaws, minutes and financial records of the Association subject to protection of personal information and other related legal considerations;
 - c. Any other rights and privileges, if any, by virtue of being a Member of The ECA.
- 3.5.2 A Member in good standing is expected to:
- a. Pay the Annual Membership Fee when due;
 - b. Abide by these Bylaws and related policies and procedures set forth by the Association;
 - c. Support and promote the Association;

- d. Provide the Association with all the information required for the Register of Members; ECA shall comply with the use of personal information rules for the Register of Members. Specifically, a Member's personal information can only be used for purposes to keep the Register of Members current and to provide membership benefits, unless that Member gives written permission for other purposes.

3.6 Voting Members

- 3.6.1 Regular Members who are over the age of 18 and who are in good standing with their names on the Register of Members for at least thirty (30) days prior to the date of a General Meeting can vote at a General Meeting; notwithstanding that a Regular membership may include several individuals from one household, a maximum of two (2) votes is permitted per Regular Membership;
- 3.6.2 Associate Members are not entitled to vote at a General Meeting.

3.7 Expulsion of Members

- 3.7.1. The Board may expel a Member for causes deemed reasonable by three-quarters (75%) of all directors;
- 3.7.2 Expulsion Notice to the individual
 - a. The individual being considered for expulsion will receive two (2) weeks' Notice of the Board's intention to consider the individual's expulsion;
 - b. The Notice will be sent by registered mail to the individual shown in the Association's Register of Members, stating the reason(s) why expulsion is being considered.
- 3.7.3 Expulsion Decision of the Board
 - a. The individual will have an opportunity to appear before the Executive Committee to address the matter. Another person may be permitted to accompany the individual as an advisor or interpreter only;
 - b. The Executive Committee governs the dynamics of the meeting and renders a decision on the expulsion, which is to be considered and voted upon by the Board at the earliest opportunity. There is no appeal process;
 - c. The expulsion is in effect for at least a calendar year and will cease if the requirements of 3.3.2 are met;
 - d. Expulsion of other individuals listed on the current Register of Members under the relevant membership will be in the discretion of the Board.

3.8 Termination of Membership

- 3.8.1 Membership may be terminated by:
 - a. Resignation;
 - b. Death;
 - c. Deemed withdrawal; or
 - d. Expulsion;
- 3.8.2 Resignation
 - a. Any Member may resign from the Association by providing written Notice to the Secretary or the President of the Association;
 - b. Once the Notice is received the Member's name is removed from the Register of Members. There is no refund of the Membership Fee;

- 3.8.3 Death
 - a. The membership of an individual ends on the Member's death;
 - b. Membership will remain with the deceased Member's family assuming they are listed in the Register of Members;
- 3.8.4 Deemed Associate Member
 - a. If a Member moves outside the Community boundaries, the Member is deemed to become an Associate Member effective the date of the move.

3.9 Continued Liability of Members

Although a Member ceases to be a Member by death, resignation or otherwise as described in paragraph 3.8, the Member is liable for any debts owing to the Association at the date they ceased to be a Member.

3.10 Limitation on the Liability of Members

No Member is, in the Member's individual capacity, liable for a debt or liability of the Association.

3.11 Register of Members

- 3.11.1 The Association maintains a Register of Members containing the following particulars of each individual covered by a membership:
 - a. Full name and residential address;
 - b. Date which the person is admitted as a Member;
 - c. Date which the person ceases to be a Member; and
 - d. Category of membership.Applicants who refuse to provide this information cannot join the Association. Each applicant understands that this information is available to the Association for matters relating only to the affairs of the Association;
- 3.11.2 The Register of Members is compiled by an ECA employee under the direction of the Secretary. The official version of the Register of Members is to be retained at the Association's Registered Office. A copy will be retained by the Secretary off the premise as part of The ECA business continuity plan.

3.12 Association Contact Lists

- 3.12.1 Each applicant must provide the Association with the following information which will only be used by or released to the Board and ECA employees for Association affairs:
 - a. Full name and address;
 - b. Telephone number(s); and
 - c. E-mail address(es).

3.13 Community Resident Grievance

- 3.13.1 Any resident of the Community will have opportunity to appear before the Board of Directors or a subset of Directors for the purpose of addressing a concern with a matter under governance of the Association. Another person may be permitted to accompany the resident as an advisor or interpreter;
- 3.13.2 The Directors hearing the grievance governs the dynamics of the meeting and renders a final decision. There is no appeal process.

ARTICLE 4 – MEETINGS OF THE ASSOCIATION**4.1 The Annual General Meeting**

- 4.1.1 The Association holds its Annual General Meeting in Calgary AB, within six (6) months of the fiscal year end. The Board sets the place, day and time of the meeting;
- 4.1.2 The Secretary will notify all Members by Mail at least twenty-one (21) days before the Annual General Meeting, of the place, date and time of the Annual General Meeting;
- 4.1.3 The Notice does not need to detail matters of ordinary business;
- 4.1.4 The Notice shall detail any business requiring a Special Resolution;
- 4.1.5 Any Regular Member who wishes the Members to consider a matter or proposal, which requires a Special Resolution, must submit a request in writing to the Secretary at least thirty (30) days before the meeting. This request shall identify the Regular Member who will move the motion, Regular Member who will second it, and the supporting rationale or purpose for the motion. The Secretary shall meet with the Regular Members involved to prepare the precise wording of the Special Resolution to be included in the meeting Notice. An addendum notification will be sent to the Members;
- 4.1.6 Agenda for the Annual General Meeting. All matters dealt with at the Annual General Meeting are special business requiring approval by Special Resolution except the following, which are matters of ordinary business:
 - a. Adopting the agenda;
 - b. Adopting the minutes of the previous Annual General Meeting;
 - c. Considering and adopting the President's report;
 - d. Considering and adopting Officers' and Directors' reports;
 - e. Reviewing the Association's financial statements and auditor's report;
 - f. Appointing the Auditor(s);
 - g. Electing Directors;
- 4.1.7 Attendance by forty (40) Voting Members of the Association is a quorum for the Annual General Meeting;
- 4.1.8 The Presiding Officer will cancel the Annual General Meeting if a quorum is not present within one-half (1/2) hour after the set time. A cancelled meeting will be rescheduled at a convenient time within six (6) weeks. The Secretary will provide a Notice for the rescheduled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the rescheduled meeting, the meeting will proceed with the Members in attendance.

4.2 Special General Meeting

- 4.2.1 A Special General Meeting may be called at any time through a:
 - a. Resolution from the Board of Directors; or
 - b. Written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted; or
 - c. Written request of at least forty (40) Voting Members of the Association. The request must state the reason for the Special General Meeting. If a Special Resolution is to be made, the written request must identify the Regular Member who will move the motion (s), the Regular Member who will second the motion and the purpose of the motion(s);
 - d. Written requests received pursuant to Article 4.2.1 (b) or Article 4.2.1 (c) shall be processed by the Board and a Special General Meeting will be called within fifteen

- (15) days of receipt of such request and thereafter the required 21-day Notice will be given to all Members;
- 4.2.2 The Secretary provides a Notice by Mail to Members at least twenty-one (21) days before the Special General Meeting. This Notice states the place, date, time and purpose of the Special General Meeting;
- 4.2.3 Agenda for Special General Meeting:
- a. Only the matter(s) set out in the Notice for the Special General Meeting are considered at the Special General Meeting;
 - b. The removal of a Director by the membership is a special business requiring a Special Resolution by the membership at either a Special General Meeting or an Annual General Meeting;
- 4.2.4 Any Special General Meeting has the same quorum requirements as the Annual General Meeting (refer to Article 4.1.7).

4.3 Annual General Meeting and Special General Meeting Procedures

- 4.3.1 Attendance.
All in attendance must sign in at the door in order to attend the Meeting.
- a. Annual General Meetings are open to the public. A majority of the Members present may ask all persons who are not Members to leave;
 - b. Only Regular Members and invited guests of the Board may attend a Special General Meeting;
- 4.3.2 Presiding Officer
- a. The President chairs General Meetings. The 1st Vice-President chairs in the absence of the President. The 2nd Vice-President chairs in the absence of both the President and the 1st Vice-President. The Treasurer chairs in the absence of the President and the Vice-President(s);
 - b. If none of the President or the Vice-Presidents or The Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Voting Members present should choose one (1) of the Directors, first, or one of the Members or any other person, second, to chair by nomination and majority vote;
 - c. If a Presiding Officer has a conflict of interest with respect to the meeting agenda, a person without a conflict of interest should be appointed pursuant to Article 4.3.2.a. and Article 4.3.2.b to preside during the consideration of the conflicting matter;
- 4.3.3 Recorder
The Secretary will record minutes of the Meeting; if in the absence of the Secretary, the Board will appoint one (1) Director to record minutes;
- 4.3.4 Adjournment
- a. The Presiding Officer may adjourn an Annual General Meeting or a Special General Meeting with the consent of the Members at the meeting. If the General Meeting needs to be reconvened it will only conduct unfinished business and only consider votes related to Special Resolution items previously identified in the agenda;
 - b. No formal Notice is necessary if the General Meeting is adjourned for less than thirty (30) days but informal communication may be sent as a reminder to the members;
 - c. The Association must give Notice when the General Meeting is adjourned for thirty (30) days or more. Notices must be issued in the same manner and form as the original General Meeting;

4.3.5 Voting

- a. A show of hands is used for each vote at General Meetings;
- b. 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;
- c. A Member may not vote by proxy;
- d. A Special Resolution requires approval by seventy-five (75%) percent of the votes cast by Voting Members present at the meeting as further defined in Article 2.1.23.
- e. Five (5) Voting Members may request a written ballot vote. In such cases, the Presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the meeting. Ballots must be destroyed after the count;
- f. An independent scrutinizer may be appointed by the Presiding Officer to supervise the vote. The scrutinizer shall have no voting rights;
- g. Members may withdraw their request for a ballot;
- h. The Presiding Officer 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;
- i. The Presiding Officer declares a resolution carried or defeated. Such statement is final and does not have to include the number of votes for and against the resolution.

4.4 Failure to Give Notice of Meeting

No action taken at either an Annual General Meeting or a Special General Meeting is invalid due to:

- a. accidental omission to give any Notice to any Member;
- b. a Member not receiving a Notice; or
- c. an error in a Notice that does not affect the context.

4.5 Written Resolution of All the Voting Members

All Voting Members may agree and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting or Special General Meeting as long as it is passed unanimously by all the registered Voting Members. The resolution can be subject to audit for validity before final acceptance. In this case, it is not necessary to give Notice or to call a Special General Meeting. The date on the resolution is the date it is passed. These resolutions will normally be extraordinary in nature, only arising when the Members wish to pass a resolution on a subject normally requiring a Special Resolution.

ARTICLE 5 – GOVERNANCE OF THE ASSOCIATION

5.1 Governance and Management of the Association

- 5.1.1 The Board functions with an Administrative Governing Board structure meaning the Association's business is managed by the Board but it may assign duties to paid employee(s). The Board exercises the powers of the Association, provides governance to operations, and develops policies that meet Association needs; develops procedures to manage the activities of the Board; manages all issues and takes action for all Association activities that do not require authorization from Members in a General Meeting;
- 5.1.2 The Board governs and manages the affairs of the Association subject to the *Societies Act*, the Articles of Incorporation, and these Bylaws;
- 5.1.3 Each Director is required to assume specific responsibilities. Collectively, Directors actively

- manage the affairs of the Association as the Board and as members of Committees;
- 5.1.4 The Executive Committee provides guidance to ECA employees as required and act in an intermediary capacity between The ECA Board and ECA employees.

5.2 Powers and Duties of the Board representing the Association

- 5.2.1 The authorities and duties of the Board include:
- a. Promote Association objectives associated with vision, mission, strategic and business plans and operations;
 - b. Advocate on behalf of the Community with all levels of government;
 - c. Manage, measure, assess and address ECA employees performance;
 - d. Manage, measure, assess and address Association operation performance;
 - e. Establish Board and staff policies and procedures and recommend Bylaws;
 - f. Develop and implement initiatives;
 - g. Create and/or lead Standing Committees and any Sub-Committees the Board deems necessary and can assign functions, responsibilities and powers to such Committees and Sub-Committees;
 - h. Formulate the annual Business Plan and Budget;
 - i. Revise the Strategic Plan and plan for its fulfillment;
 - j. Manage the business and finances of the Association with integrity, suitable controls and transparency;
 - k. Manage Core Portfolio activities in accordance with governance established by Bylaws and policies;
 - l. Manage, measure, assess and address individual Director performance, ensuring sufficient engagement and contribution to the Association;
 - m. Manage, measure, assess and address Affiliate performance based on Association's accountabilities;
 - n. Protect the interests of the Association and Community, acting with discretion, upholding code of conduct, avoiding conflict of interest, and maintaining confidentiality as required;
 - o. Promote Association activities by visible leadership and participation within the Community;
 - p. Without limiting the general responsibility of the Board, delegate powers and duties to Directors, Officers and ECA employees.

5.3 Election and Appointment of the Directors and Officers

- 5.3.1 The Board shall consist of not less than seven (7) but no more than fifteen (15) Directors; each of whom must be Regulars Members who are in good standing with their names on the Register of Members for at least thirty (30) days prior to the date of their election;
- 5.3.2 Directors are elected by Voting Members at an Annual General Meeting;
- 5.3.3 At the first Annual General meeting after the effective date of these bylaws, the Voting members elect the following Directors:
- a. at least half of the Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

- b. the balance of the Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- 5.3.4 At each succeeding Annual General Meeting, Voting Members elect at least half of the Directors, each serving a Term of two (2) years that ends at the close of the second Annual General Meeting following the Annual General Meeting at which such Directors are elected;
- 5.3.5 Directors may be elected for a maximum of three (3) consecutive terms. After serving a third consecutive term a Director shall step down for at least one (1) year. Such Director may receive an extension of his/her term for a period not to exceed two (2) years by the passing of a Special Resolution;
- 5.3.6 At any time, if the number of Directors is less than seven (7), the Executive will determine a course of action to bring the complement back into compliance;
- 5.3.7 At its first meeting after an Annual General Meeting, the Board elects by majority vote from among the Directors all Officers for the following year. The voting shall be by secret ballots;
- 5.3.8 If there is a vacancy on the Board, the remaining Directors may appoint a Member to fill that vacancy for the balance of the current year by two-thirds (66%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board. The replacement Director shall stand for election at the next Annual General Meeting;
- 5.3.9 If there is a vacancy of an Officer position, the remaining Directors may appoint a Director to fill that vacancy for the balance of the current year by two-thirds (66%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board. The replacement Officer shall stand for election, as usual, at the first meeting after the next Annual General Meeting. The voting shall be by secret ballots.

5.4 Resignation, Death, Cessation or Removal of a Director or Officer

- 5.4.1 A Director or Officer may resign from office by giving Notice in writing. The resignation takes effect on the date the Board accepts the resignation. The Director or Officer shall, within two (2) weeks, plan the process of handover of duties, projects and assignments to other Directors in a proper manner;
- 5.4.2 The Board may remove any Director or Officer before the end of the incumbent's term by three-quarters (75%) of the votes cast by all Directors, including inter alia, if such Director fails to engage in the affairs of the Board or Association as duly elected or if such Director fails to assume a portfolio or initiative or if such Director fails to disclose an ethical issue that may compromise their effectiveness in the affairs of the Association or if such Director is absent from three (3) consecutive meetings without reasonable excuse;
- 5.4.3 Voting Members may remove any Director or Officer before the end of the incumbent's term by a Special Resolution at a Special General Meeting called for this purpose;

5.5 Meetings of the Board

- 5.5.1 The Board of Directors will meet at on an as-needed basis and at such times as the President may determine but not less than eight (8) times per year. Regular meetings are generally scheduled throughout the full year.
- 5.5.2 The President calls all meetings and Notice shall be given to each Director no less than 72 hours prior to any meeting of the Board;

- 5.5.3 The President shall call a meeting if any five (5) Directors make a request in writing and state the business for the meeting;
- 5.5.4 The President will serve as chair of Board meetings. The 1st Vice-President chairs in the absence of the President. The 2nd Vice-President chairs in the absence of both the President and the 1st Vice-President. The Treasurer chairs in the absence of the President and the Vice-President(s); If none of the President or the Vice-Presidents or The Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Directors in attendance should choose one of themselves to chair by nomination and majority vote;
- 5.5.5 If a chairperson has a conflict of interest with respect to the meeting agenda, a person without a conflict of interest should be appointed pursuant Article 5.5.4 to preside during the consideration of the conflicting matter;
- 5.5.6 Attendance by a minimum of 50% of the serving Directors at any Board meeting is a Quorum for such Board meeting;
- 5.5.7 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week, or another convenient time within two weeks which will likely result in attendance of 50% of the serving Directors. However, attendance of at least three (3) Directors present at this later meeting is a Quorum;
- 5.5.8 Each Director has one (1) vote. A show of hands decides every vote. A majority vote is required to decide an issue. A majority of the attending Directors may request a secret ballot vote.
- 5.5.9 The President 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;
- 5.5.10 Directors must declare any personal or business conflict of interest, and cannot participate in any discussion or vote on any issue for which a conflict of interest exists;
- 5.5.11 Subject to Article 5.5.14, Directors must be present in order to participate in a Board Meeting; no proxy is allowed;
- 5.5.12 Meetings of the Board are open to Regular Members and invited guests. Guests may be invited by any Director. Only Directors may vote. A majority of the Directors present may ask any Member(s) or other persons present to leave. The Board can use their discretion pertaining to privacy or legal considerations and both (a) to go in-camera and excuse people temporarily, and (b) to ask any non-board member to leave indefinitely;
- 5.5.13 All Directors may agree to and sign a resolution in writing, and such a resolution shall be as valid as if passed at a Board meeting. It shall not be necessary to give Notice or to call a Board meeting and the date on the resolution shall be the date it is passed. Resolutions in writing may be signed in counterparts;
- 5.5.14 Electronic Board Meetings
- a. Board meetings may be held by teleconference, at the discretion of the President, including granting member(s) the right to participate in an otherwise face-to-face meeting via telephone, face-time or other electronic means;
 - b. Board Members shall each pay their own costs associated with participating in a teleconference;
 - c. Notice of a teleconference may be delivered electronically;
 - d. Policies specific to meetings held by teleconference may be adopted by the Board from time to time;
 - e. The quorum for a telephonic meeting, once established by roll call, shall be assumed present until the meeting is adjourned;

- f. Minutes of such Electronic Board Meetings are to be recorded and kept by the Secretary in the ordinary manner.

5.6 Officers

5.6.1 Officers of the Association are the President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer;

5.6.2 Duties of the Officers of the Association

a. The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Association, the Board and the Executive Committee;
- Is an ex-officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Association;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

b. The 1st Vice-President and 2nd Vice-President:

- Presides at meetings in the President's absence. If the both the 1st and 2nd Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

c. The Secretary:

- Attends all meetings of the Association, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the Association is kept;
- Makes sure all Notices of various meetings are sent;
- Makes sure annual membership fees are collected and deposited;
- Keeps the Seal of the Association;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

d. The Treasurer:

- Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and

- Carries out other duties assigned by the Board.

5.7 Committees and Standing Committees

The Board may appoint Committees, from time to time, to advise the Board. Chairpersons of such Committees shall be a Director. The Board establishes the following Standing Committees:

- a. Executive Committee;
- b. Finance Committee;
- c. Nominating Committee;

5.7.1 Executive Committee:

- a. Consists of the President, who shall be the chairperson, the 1st Vice-President, the 2nd Vice-President, the Treasurer and the Secretary;
- b. Is responsible for: the administration of the affairs of the Association; the direction and priorities of the Board; overall Board performance-setting, measurement, assessment and action plans for continued effectiveness; planning agendas for Board Meetings; carrying out emergency and unusual business between Board meetings; reporting to the Board on actions taken between Board meetings; carrying out other duties as assigned by the Board; shall meet on an as-needed basis but not less than annually. All decisions of the Executive Committee are subject to ratification by the Board at its next meeting;

5.7.2 Finance Committee

- a. Consists of the Treasurer, who is the chairperson, the 1st and 2nd Vice-Presidents, plus one additional Director to be appointed by a majority of the Board;
- b. Is responsible to establish the annual Business Plan and Budget and to review regular reporting for accuracy and integrity;

5.7.3 Nominating Committee:

- a. Consists of the President, who shall be the chairperson, the Secretary plus one additional person who may be another Director or a non-Director Member either of whom are to be appointed by a majority of the Board;
- b. Is responsible to develop and maintain a succession plan for Board Members; prepare a slate of nominees for each vacant Director position; presenting its nominee recommendations for consideration at the Annual General Meeting; and orienting new Directors.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 Strategic and Business Plan Annual Review and Formulation

The ECA Board must establish a Business Plan for the forthcoming fiscal year, which should be finalized in the preceding fourth quarter but no later than January of such fiscal year. The Strategic Plan should be reviewed annually for revisions, progress and planning purposes.

6.2. Finance and Auditing

- 6.2.1 The fiscal year of the Association ends on December 31 of each year;
- 6.2.2 There must be an annual audit of the books, accounts and records of the Association. A qualified accountant appointed at each Annual General meeting must do this audit. At

each Annual General Meeting, the auditor or the Treasurer must present a complete report of the audited financial statements for the previous fiscal year; and

6.2.3 The auditor shall not be a Director or Officer.

6.3 Seal of the Association

6.3.1 The Board may adopt a seal as the Seal of the Association;

6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise; and

6.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a resolution to name the authorized Officers.

6.4 Cheques and Contracts of the Association

6.4.1 Two signatures are required on all cheques and all cheques must be supported by an invoice or a memo. All cheques drawn on the Association's bank accounts shall be signed by the Treasurer, or in the absence of the Treasurer either the President or the 1st Vice-President, plus either one of another Officer or an employee who has been approved by the Board to do so. Provided that the requirements prescribed by the bank have been complied with, electronic banking supported by invoices and memo is permitted;

6.4.2 All contracts of the Association must be signed by the Officers or other Directors authorized to do so by resolution of the Board;

6.4.3 Limits of Spending

The Budget for The ECA shall be approved by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board in advance of the Annual General Meeting falling within the fiscal year covered by such Budget. The limits of spending for Association funds not covered in an approved annual budget are as follows:

a. Up to and including \$1,000 – approval of two (2) Officers;

b. Over \$1,000 – approval by three-quarters (75%) of the votes cast by the Directors in attendance at a duly constituted meeting of the Board or, in the event of an emergency (which term as used herein shall include the threat of immediate danger or injury to individuals or damage to any of the assets of the Association, or disruption of operations), by the approval of two (2) Officers.

6.5 The Keeping and Inspection of the Books and Records of the Association

6.5.1 The Secretary keeps the original Minute Books at the Registered Office of the Society. These records contain minutes from all General Meetings, the Board meetings and the Executive Committee meetings;

6.5.2 The Secretary keeps a copy of such Minute Books;

6.5.3 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;

6.5.4 Members wishing to inspect the books or records of the Society must give reasonable Notice to the President or the Secretary of the Association of his/her intention to do so;

6.5.5 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;

6.5.6 All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable Notice;

- 6.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable Notice must be provided.

6.6 Risk Mitigation or Elimination

Risk can take many forms but can be defined as any situation or action that could affect the reputation, security, safety, financial stability or sustainability of the Association. Risk also includes an evaluation of governance effectiveness. The Association must take action after weighing identified risks to determine if they are within acceptable limits or if measures must be taken to limit exposure. Common mitigation measures include maintaining appropriate insurance coverage, executing the preventative facility life cycle plan, installing appropriate safety and security systems for assets, ensuring revenues are derived from multiple sources and ensuring funds are available beyond daily operations and capital expenditures needs. Any new or changing risks known by a Director must be raised at regular Board meetings for guidance, approval and action as appropriate. Policies should be implemented in each area of risk. As part of the Business Plan annual review, identification, assessment and acceptability of risks should be mapped with action plans determined to maintain or improve the Association's risk situation.

6.7 Conflict of Interest

Conflict of Interest can be defined as a situation that has the potential to undermine or appear to undermine the impartiality of a person as a result of the possibility of a clash between the person's self-interest with Board or Community interest. Any Director with a potential Conflict of Interest must bring the situation to the President or another Executive member in a timely fashion for assessment. The assessment of the situation will be made by the Executive Committee and the appropriate action defined by such Committee. Furthermore, policies and procedures regarding Conflict of Interest will define how situations are to be assessed, and outcomes determined. This will ensure individuals sitting in a potential Conflict of Interest will act appropriately during Board decision-making processes.

6.8 Community Representation

The Association is often requested to represent the Community with governments, other community associations, school boards, agencies and interest groups regarding various matters including facility joint-use policies, partnership policies, procedures, programs and developments. The Board assesses and acts with discretion regarding these matters.

6.9 Bylaws, Policy and Procedure Review

The Board is required to review bylaws, policies and procedures annually at a Board meeting to ensure understanding, compliance and take action to make revisions as noted from the review.

6.10 Association Relationship with Other Community Affiliates

The Association maintains relationships with Affiliates that provide programs and services for the Community and in which participants are required to be Members of The ECA. The Board determines the best method to sustain these relationships in keeping with our objects, mission statement, and risk management policy.

6.11 Borrowing Authority and Fundraising

- 6.11.1 With the approval of the Members via a Special Resolution, the Association may borrow funds to meet its objectives and operations. Any such proposal will include all details necessary for the Members to make an informed decision, including a statement that the loan can be repaid with priority out of anticipated revenues. This course of action should only be considered as a last resort and to resolve a short-term, unique situation. It should not be used to fund normal business plan operations;
- 6.11.2 The Board may raise funds and apply for grants for programs, facility and site development.

6.12 Remuneration

- 6.12.1 Directors and Officers are not eligible for remuneration and perform duties on a voluntary basis. Directors and Officers do not enjoy any financial benefit or gain in the performance of duties. Directors and Officers members of Committees may be reimbursed for out-of-pocket expenses;
- 6.12.2 The Board approves staff compensation annually in conjunction with the Budget cycle considering resourcing needs to execute the Business Plan, individual performance, cost-of-living changes and benchmark information for like roles.

6.13 Protection and Indemnity of the Directors and Officers

- 6.13.1 The Association shall forthwith indemnify and save the Directors and Officers and each of them, both past and present, harmless from and against any liabilities, losses, costs, claims, actions or damages of any kind whatsoever, whether direct or indirect and whether contractual or tortuous, to which such Directors and Officers may be put, incur or suffer as a result of or in any way attributable to any act or omission, whether negligent or otherwise, of such Directors and Officers while conducting or carrying out their duties as Directors or Officers save to such extent such liabilities, losses, costs, claims, actions or damages are a direct result of or directly attributable to the gross negligence or willful misconduct of such Directors and Officers ;
- 6.13.2 A Director or Officer is not liable for the acts of any other Director or Officer or employee or for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. A Director or Officer is not liable for any loss due to an oversight or error in judgment or action taken based on errors in reporting.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 Amending the Bylaws

These Bylaws may be cancelled, altered or added to by a Special Resolution.

7.2 Filing the Amended Bylaws

The amended bylaws take effect after they have been accepted by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**8.1 Distributing Assets of the Association**

The Association does not pay any dividends or distribute its property among its Members.

- 8.1.1 In the event the Regular Members determine the Association should be dissolved, the dissolution decision will be achieved by a Special Resolution at a General Meeting;
- 8.1.2 The Facility and any Improvements (as described in the License of Occupation with the City of Calgary) become the property of The City of Calgary;
- 8.1.3 Funds held in the Gaming Account and the Consolidated Gaming Account, if any, and, subject to Article 8.1.2, assets purchased with gaming proceeds will be returned to the Alberta Gaming and Liquor Commission Board or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board;
- 8.1.4 Any funds held in accounts other than the Gaming Account and the Consolidated Gaming Account, if any, and assets not purchased with gaming proceeds, will, after paying off all debts, be distributed to eligible charitable or religious groups or purposes;
- 8.1.5 The Association assets shall not be distributed to any Member.

ARTICLE 9 - TRANSITIONAL PROVISIONS**9.1 30-Day Rule**

With respect to the 30-day provision in Articles 3.6.1 and 5.3.1, to address potential communications issues with the Members, these two Articles will become effective the day after the April 2017 Annual General Meeting.

9.2 Limitation on Transitional Provisions

Nothing in this Article shall be construed or applied in such a manner as to supersede or invalidate, or limit or change the meaning of any provision of the foregoing Articles of these Bylaws, but only to provide for an orderly transition from the Bylaws dated prior to 2017.

ARTICLE 10 - RULES OF ORDER**10.1 Robert's Rules of Order**

In the event that the Bylaws, The Association's Articles of Incorporation, the internal rules, policies and procedures established from time to time by the Board, and the Societies Act R.S.A. 2000 as amended do not address all matters which may arise, then the current edition of *Robert's Rules of Order* shall govern the conduct of all meetings of The Association except where they may be in conflict with the aforementioned.