

**Bylaws of the
Woodcreek Community Association, Calgary
Society #50241335**

Article 1 - Bylaws

Section 1-Description

These Bylaws represent the structural, organization and operational terms of reference, which shall be used by the Woodcreek Community Association (hereinafter referred to as the Association) in fulfilling its registered objects.

Section 2-Amendments

Registered objects and/or Bylaws may be altered, rescinded or added to by the General membership by Special resolution as defined in the Societies Act (2000) and amendments thereto.

The procedure for amending Registered Objects and/or Bylaws shall be as follows:

Proposed amendments must be presented in writing to the secretary of the Board of Directors at least 21 days in advance of a Membership Meeting. A three quarters majority vote is required to rescind the current objects and/or Bylaws (or portion thereof) and accept the proposed amendments in their stead.

Article II - Boundaries

Section 1-Geographic Boundaries

The boundaries of the Association, within the City of Calgary, are:

1. On the north, Anderson Road
2. On the east, 14th Street SW, extended south to the northerly boundary of Fish Creek Provincial Park
3. On the south, the northerly boundary of Fish Creek Provincial Park
4. On the west, 37th St SW, extended south to the northerly boundary of Fish Creek Provincial Park.

Article III - Membership

Section 1 - Term

Membership in the Association will be from September 1 of one calendar year through August 31 of the following year. Consideration for pro-rated membership fees for a partial year will be at the discretion of the Board of Directors.

Section 2 – Eligibility

A person is eligible for a voting membership in good standing upon payment of the designated annual membership fee appropriate to the class of membership purchased for the current membership year, and he or she resides within the geographic boundaries described in Article II, section I. Said membership must have been activated 30 days prior to the Annual General Membership meeting date.

The following membership categories are available in the Association:

- Family Includes all persons who are members of one family, living in the same residence including family members under the age of 18, within the geographic boundaries described in Article II, Section I.
- Senior Includes all persons who have reached the age of 55 years, and all persons who are members of his or her family and who normally reside at the same address, within the geographic boundaries described in Article II, Section I.
- Business Open to businesses located either within or outside the community boundaries. Do not have any voting rights.
- Non-Resident The association may sell non-voting memberships to persons over the age of 18 who do not live within the boundaries described in Article II, Section 1.
- Note The Association, at its sole discretion, may deem a membership in another Calgary Community Association as equivalent to a membership in the Woodcreek Community Association or may require payment of an amount no more than its designated annual membership fee. The Association may permit any person to participate in any event, activity or program sponsored by the Association or to use any facilities operated by the Association.

Section 3 – Resignation

A member may withdraw from membership by giving written notice of intention to do so to a member of the Board of Directors. The refunding of any monies or membership fees shall be at the discretion of the Board of Directors.

Section 4 – Suspension

A member may be suspended from membership for causes deemed reasonable by a three-quarters vote of the Board of Directors.

Members who have been suspended and declared to be not in good standing may, upon application, be reinstated as a member in good standing by a three-quarters vote of the Board of Directors

Woodcreek Community Association membership also includes a membership in the Fish

Article IV - Directors and Officers

Section 1 – Structure

The Association shall be governed by its members through a Board of Directors (the Board). The Board shall, subject to the Bylaws and directions given it by a majority vote at any Annual General Meeting or Special Membership Meeting (provided such direction does not conflict with the Bylaws). Within these parameters, the Board shall have full control and management of the affairs of the Association.

Section 2 – Board of Directors

The Board, consisting of a minimum of 10 and a maximum of 25 members, shall be elected at each Annual General Meeting by simple majority of the members in good standing present the meeting.

Any member in good standing as per Section 2 - Eligibility may nominate any other member in good standing for election to the Board providing the nominee has purchased or renewed their Woodcreek Community Association membership prior to 30 days of the meeting. In order to serve as President or 1st Vice President, the nominee must have currently served at least 1 year as a Director.

All nominations shall be made with the consent of the candidate. Nominees not present at the meeting shall submit their written consent.

The term of office for the Board of Directors as per Article IV Section 2 shall be;

The Executive as per Section 3 until the next Annual General Meeting.

Balance of Directors shall serve a 2 year term.

Section 3 – Executive

The Executive of the Board of Directors shall consist of

- President
- First Vice-President
- Second Vice-President
- Secretary
- Treasurer
- Past President

The Executive (except for the Past President) shall be elected at the Annual General Meeting by a simple majority of the members present or by proxy.

The Past President shall be a previous president of the association, provided he or she is a member of the Association. Generally, the Past President will be the previous president, unless he or she has resigned.

In the event of a vacancy in the Executive, positions may be appointed by a simple majority vote of the Board at a meeting of the Board, provided the size of the Board does not exceed 25 members.

The term of office shall be until the next Annual General Meeting.

Section 4 – Authority

Standing rules governing the operation of the Association may be established by a majority vote of the Board of Directors, provided such rules do not contradict the authority permitted by these Bylaws or the Societies Act (2000) and amendments thereto.

Section 5 - Liability of Directors

Every Director of the Association shall be deemed to have assumed office on the express agreement that such Director and his/her heirs, executors, administrators and other legal representatives respectively shall at all times be indemnified by the Association from and against all costs, charges and expenses whatsoever, which such Directors sustain or incur arising out of any action, suit or proceedings which are brought, commenced, threatened or prosecuted against him or her, in relation to any act of omission of that or any other Director of the Association in the execution of their duties of office, and also from and against all costs, charges and expenses which they sustain or incur in relation to the affairs thereof, excepted such costs, charges and expenses are occasioned by their willful neglect or default.

Section 6- Insurance

The Association shall ensure that third party liability insurance coverage is carried at all times for the protection of Association Directors and event coordinators, in such amount as is sufficient to provide indemnity for all costs, charges, expenses, damages or other monies or fines for which the Association is required to indemnify for.

Section 7 – Corporate Seal

The Association shall obtain a Corporate Seal, which shall be kept at the Community Centre and shall only be affixed to documents having been approved by the Board of Directors. Such documents shall carry the signature of the President and one other member of the executive.

Section 8 – Remuneration

No member of the Board of Directors shall receive remuneration of any kind for Board of Directors services, unless approved by three-quarters of the members present at a Membership Meeting.

Section 9 – Removal of Directors

Any member of the Board of Directors may be relieved of his/her duties and authorities by a three-quarter majority vote of the Board of Directors. A Director who has been recommended for suspension shall be given notice at least two weeks prior to the Board of Directors meeting, at which time the said member shall have the opportunity to be heard or to submit a statement in writing.

Section 10 – Vacancies

Vacancies on the Board of Directors or Executive, however caused, may be filled by the Directors of the Board from the qualified members of the Association. Vacancies may also be filled at the next Annual General Meeting at which the Directors for the ensuing year are elected. If there is not a quorum of elected Directors, then the remaining Directors shall forthwith call a Special Membership Meeting to fill the vacancies.

Article V - Duties and Responsibilities of the Board of Directors

Section 1- President

The president is the Association's Chief Executive Officer and is the primary representative of the Association. The President fulfills a coordinating, motivating and mediating role with the Association's Board of Directors, committees or any other group within the Association, and is a member of all committees. The President will chair all Board, Executive meetings, the Annual General Meeting, and special meetings (when present).

Section 2-First Vice President

The First Vice-President will assist the President and perform the duties of the President in the President's absence.

The First Vice-President will assume the office and duties of the President if the President leaves or resigns the office of President prior to the normal expiry of the term of office.

Section 3 – Second Vice President

The Second Vice-President will assist the President and First Vice-President.

Section 4 - Secretary

The Secretary is responsible for:

- recording and maintaining the minutes of all meetings,
- documentation pertinent to Association business
- correspondence
- implementing "Due Notice" proceedings and
- the Association's Corporate Seal.

Section 5 – Treasurer

The Treasurer is responsible for all financial transactions, financial accounts, financial audit procedures and the reporting of the same to the Board of Directors and those branches of government as are required.

Section 6 - Past President

The Past President is a member of the Board of Directors with full voting privileges. The Past President is an advisory member of the Executive with voting privileges at executive meetings only as required to break a tie.

Section 7 – Directors

Other Directors may be appointed to chair committees set up by the Board.

Article VI - Meetings

Section 1 – Annual General Meeting

An Annual General Meeting of the Woodcreek Community, chaired by the President of the Woodcreek Community Association, shall be held within 15 (fifteen) months of the previous Annual General Meeting.

Section 2 – Special Membership Meeting

A Special Membership Meeting may be called at any time by the Board, to expedite any matter that requires immediate membership attention or authority.

Special Membership Meetings may also be requested in writing to the Board of Directors, stating the reason for requesting the meeting, by any twenty-five (25) voting members of the Association in good standing. This meeting must be held within 60 days of receipt of the aforementioned written notice.

If there are fewer than three-quarters of the signators present (rounded up to the nearest person), who have requested the Special Meeting, 15 minutes after the scheduled start time of the meeting, and before the meeting is officially started, the Board may, with a simple majority vote, cancel the meeting.

If the meeting is cancelled because not enough signators are present, the request for the meeting shall be considered to have been withdrawn.

If the Board does not cancel the meeting before the meeting is started, the meeting shall be considered a proper Special Membership Meeting. Once the meeting is started, it cannot be cancelled by the Board.

Section 3 – Board of Directors Meetings

Board of Directors Meetings shall be held no less than four times per year.

Section 4 – Executive Officers Meetings

Executive Meetings shall be held whenever deemed necessary by the Executive.

Article VII - Due Notice

Section 1 – Membership Meetings

Due Notice shall be given to each member no less than twenty-one (21) days prior to the called meeting and shall include the agenda and any special resolutions.

Section 2 – Board of Directors

Due Notice shall be given to each member of the Board of Directors no less than seventy-two (72) hours prior to the meeting date.

Section 3 - Executive Officers Meetings

Due Notice shall be given to each Executive Officer no less than forty-eight (48) hours prior to the meeting date.

Section 4 – Means of Delivery

Due Notice shall be considered to have been given when any one or more of the following occurs:

- Delivery is made to a household either written or oral. Written notices may be delivered by email, hand, courier, facsimile or through Canada Post.
- A telephone call to the household of the member.
- Publication in a local newspaper, the Association’s newsletter, or website
- A sign or signs posted in a prominent place for no less than one week prior to the date required for due notice. If due notice is required to be given twenty-one (21) days prior to a meeting then, to be a valid form of notice, the sign must be posted from the twenty-seventh (27) through the twenty-first (21) day prior to the meeting. Such signs must be large enough that the notices on them may be read in normal daylight from a passing motor vehicle.

Article VIII – Quorums

Section 1 – Annual General Meetings or Special Membership Meetings

These meetings are also referred to as Membership Meetings. An official quorum shall not be less than fifteen (15) voting members in good standing including not less than five (5) members of the Board of Directors.

Section 2 – Board of Directors Meetings

An official quorum shall be not less than the greater of five (5) or one third of the members (rounded up to a whole person) of the Board of Directors.

Section 3 Executive Officers Meetings

An official quorum shall be not less than three (3) members of the Executive Office.

Article IX - Voting

Section 1 – Eligibility

For purposes of voting at any Membership Meeting payment of one membership fee entitles any one but only one member of one family living at the same address (within the geographic boundaries described in Article II, Section 1) to cast a vote provided that person has reached the age of eighteen years.

Section 2 – Proxy

An eligible voting member in good standing may pass his written, signed, proxy to any other eligible voting member in good standing for purposes of voting at any meeting of the Association.

An eligible voting member in good standing may hold and vote no more than one proxy vote in addition to his or her own vote and such proxy must be presented to the Secretary of the Association prior to the beginning of the meeting at which the vote(s) will be cast.

Section 3 – Conference Call or Email Voting

Voting by conference phone call or email for Board meetings and Executive meetings is allowed.

Article X - Finances

Section 1 – Fiscal Year

The Association’s fiscal year shall end August 31st of each calendar year.

Section 2 – Limits of Borrowing and Spending

The limits of borrowing and spending of the Association funds are:

	Limit	Approval
1.	up to \$25000	any two of the Executive
2.	over \$25,000.00 up to \$100,000	approval of a simple majority of the Board
3.	over \$100,000	three-quarters majority of the members present at an Annual General or Special Membership Meeting
4.	any amount of borrowing	three-quarters majority of the members present at a Membership Meeting

Section 3 – Credit Cards

For the purposes of expediting payment to suppliers, a credit card in the name of the Association may be issued to any Board Member, by simple majority vote of the Board. The balance of any such credit cards shall be paid monthly by the Treasurer. This shall not be considered borrowing for the purposes of this Article. These credit cards shall not be used for any purpose except for paying Association suppliers. Any inadvertent use shall be repaid by the Board member immediately.

Section 4 – Accounts and Audits

The books and accounts of the Association shall be kept in accordance with generally accepted accounting principles and shall be submitted annually for audit within 90 days of the fiscal year end to an Auditor or Auditors appointed by the Board of Directors.

Section 5 – Signing Officers

The Board shall nominate Signing Officers from the Executive. The Signing Officers will normally consist of the Treasurer, the President, the First Vice President, and other members of the executive. All cheques drawn on the Association’s bank accounts shall be signed by two of the Signing Officers.

Article XI - Inspection of Records

Section 1 – Inspection

All books and records of the Association may be inspected by any member of the Association at the normal place of business of the Association upon receipt of a 15 (fifteen) day written notice to any Executive Officer of the Association.

Article XII - Robert's Rules of Order

Section 1 – Roberts Rules of Order

Roberts Rules of Order shall be construed as governing rules for meetings, providing they do not conflict with the Societies Act of Alberta, or these Bylaws.

Article XIII - Dissolution of the Association

Section 1 – Dissolution

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