

SCHEDULE '1'

SOCIETIES ACT OF ALBERTA

BY-LAWS

OF

HILLHURST-SUNNYSIDE COMMUNITY ASSOCIATION

**Approved by Special Resolution on March 20, 2003**  
**Amended by Special Resolution on April 25, 2017**  
**Amended by Special Resolution on April 17, 2018**

**HILLHURST-SUNNYSIDE COMMUNITY ASSOCIATION  
BY-LAWS**

**ARTICLE 1 – Preamble**

**1.1 The Society**

The name of the Society is the HILLHURST-SUNNYSIDE COMMUNITY ASSOCIATION, which may also be known or referred to as the HSCA.

**1.2 The By-laws**

The following articles set forth the By-laws of Hillhurst-Sunnyside Community Association and shall not be rescinded, altered or added to except by Special Resolution of the Association.

**ARTICLE 2 – DEFINING AND INTERPRETING THE BY-LAWS**

**2.1 Definitions:** In these By-laws, unless the context otherwise requires, 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 Annual General Meeting or AGM** means the annual general meeting as described in Article 5.1

**2.1.3 Board** means the Board of Directors of this Society.

**2.1.4 By-laws** mean the By-laws of this Society as amended.

**2.1.5 Director** means any person elected or appointed to the Board. This includes the Chair.

**2.1.6 General Meeting** means the Annual General Meeting and a Special General Meeting.

**2.1.7 Member** means a Member of the Society.

**2.1.8 Officer** means any Officer listed in Article 6.2.

**2.1.9 Registered Office** means the registered office for the Society.

**2.1.10 Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.

**2.1.11 Society** means the Hillhurst-Sunnyside Community Association.

- 2.1.12 **Special Meeting** means the special general meeting described Article 5.2.
- 2.1.13 **Special Resolution** means a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote.
- 2.1.14 **Voting Member** means a Member entitled to vote at the meetings of the Society.

## 2.2 **Interpretation**

The following rules of interpretation must be applied in interpreting these By-laws:

- 2.2.1 **Hillhurst-Sunnyside Community** shall mean the community within Calgary, Alberta bounded by the South edge of the Bow River on the south and Centre Street Bridge on the east. The northern boundary is the North Hill escarpment from Centre Street bridge to 10<sup>th</sup> St. N.W., then runs along 16<sup>th</sup> Avenue N.W. to 14<sup>th</sup> Street N.W., notably marked by the northern boundary of the Jubilee Auditorium and the Southern Alberta Institute of Technology (SAIT). The western boundary is 18<sup>th</sup> Street N.W. between 8<sup>th</sup> Avenue N.W. and Kensington Road and 18A Street N.W. between Kensington Road and the Bow River.
- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Gender:** words importing a male person include a female person and visa-versa.
- 2.2.3 **Headings** are for convenience only. They do not affect the interpretation of the By-laws.
- 2.2.4 **Liberal Interpretation:** these By-laws must be interpreted broadly and generously.

## **ARTICLE 3 – OBJECTS OF THE SOCIETY**

### 3.1 The **object of the Society** is:

To preserve and enhance a healthy and vibrant quality of life for the residents of the Hillhurst-Sunnyside Community.

## **ARTICLE 4 – MEMBERSHIP**

### 4.1 **Classification of Members**

There are four categories of Members:

- a) Full Members
- b) Associate Members

- c) Corporate Membership
- d) Honourary Members

#### 4.1.1 **Full Members**

To become a Full Member, an individual must:

- a) live within the boundaries of the community, and
- b) pay the annual membership fees for Full Members, and
- c) be 18 years of age or over.

#### 4.1.2 **Associate Members**

To become an Associate Member, an individual must:

- a) live outside the boundaries of the community,
- b) pay the annual membership fees for Associate Members, and
- c) be 18 years of age or over.

#### 4.1.3 **Corporate Membership**

To become a Corporate Member, a corporation must:

- a) apply to become a Corporate member and
- b) pay the annual membership fee for Corporations.

#### 4.1.4 **Honourary Member**

An individual may become a Honourary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Society.

#### 4.2 **Admission of Members**

Any individual or business may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

#### 4.3 **Register of Members**

A register of members shall be kept at the Society's registered office or at such other place as the Board may determine by ordinary resolution, each entry to include:

- a) Name of member
- b) Residential address
- c) Date of commencement of membership
- d) Date of termination of membership
- e) Category of membership

#### **4.4 Membership Fees**

##### **4.4.1 Membership Year**

The Board sets the membership year from time to time.

##### **4.4.2 Setting Membership Fees**

The Board decides annual membership fees for each category of Members.

##### **4.4.3 Payment Date for Fees**

To remain in good standing, a Member's annual membership fee shall be paid on or before the expiry date of a Member's current membership.

#### **4.5 Rights and Privileges of Members**

##### **4.5.1 Any Full Member in good standing is entitled to:**

- a) receive notice of meetings of the Society
- b) attend any meeting of the Society
- c) speak at any meeting of the Society, and
- d) exercise other rights and privileges given to Members in these by-laws.

##### **4.5.2 Any other member of the society is entitled to:**

- a) attend any meeting of the Society
- b) speak at any meeting of the Society, and
- c) exercise other rights and privileges given to Associate, Corporate or Honourary Members in these by-laws.

##### **4.5.3 Voting Members**

Full Members in good standing that have been Full Members for a minimum of 30 consecutive days immediately prior to any meeting of the Society shall be entitled to vote in respect of such meeting.

##### **4.5.4 Number of Votes**

A voting member is entitled to one (1) vote at a meeting of the Society.

#### **4.5.5 Member in Good Standing**

A member is in good standing when:

- a) the Member has paid membership fees or other required fees to the Society, and
- b) the Member is not suspended as a Member as provided for under Article 4.6.

#### **4.6 Suspension of Membership**

##### **4.6.1 Decision to Suspend**

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for, not more than six months, for one or more of the following reasons:

- a) if the Member has failed to abide by the By-laws
- b) if the Member has been disloyal to the Society
- c) if the Member has disrupted meetings or functions of the Society, or
- d) if the Member has done or failed to do anything judged to be harmful to the Society.

##### **4.6.2 Notice to Member**

In order to suspend a Member the following procedure will be followed:

- a) The affected Member will receive written notice of the Board's intention to review whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- b) The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. An Officer of the Board may also deliver the notice.
- c) The notice will state the reasons why suspension is being considered.

##### **4.6.3 Decision of the Board**

- a) The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- b) The Board will determine how the matter will be dealt with, and may limit the time given the member to address the Board.
- c) The Board may exclude the Member from its discussion of the matter, including the final vote.
- d) The decision of the Board is final.

## 4.7 **Termination of Membership**

### 4.7.1 **Resignation**

Any Member may resign from the Society by:

- a) delivering a resignation in writing to the Secretary of the Society or
- b) by mailing or delivering it to the address of the Society.

4.7.1.1 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

### 4.7.2 **Death**

The membership of a member is ended upon death, or in the case of a corporation, upon dissolution.

### 4.7.3 **Deemed Withdrawal**

If a Member has not paid the annual membership fees by the dates defined in 4.4.3, the Member is considered to have terminated their membership.

4.7.3.1 In this case, the name of the Member would not have been entered into the Register of Members for the current year. The Member would have ceased to be a member at the conclusion of the previous membership year.

### 4.7.4 **Expulsion**

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

#### 4.7.4.1 Notice to Member

The following procedure will be followed:

- a) The affected Member will receive written notice of the Board's intention to review whether that Member should be expelled or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- b) The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. An Officer of the Board may also deliver the notice.
- c) The notice will state the reasons why expulsion is being considered.

#### 4.7.4.2 Decision of the Board

- a) The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- b) The Board will determine how the matter will be dealt with, and may limit the time given the member to address the Board.
- c) The Board may exclude the Member from its discussion of the matter, including the final vote.
- d) The decision of the Board is final.
- e) On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

#### 4.7.5 Termination of Board Membership

Membership on the Board may be terminated due to (1) failure to remain a Full Member in good standing, (2) for cause, or (3) failure of such Board member to regularly attend Board meetings. Any such termination shall be effected by the passing of a Board resolution. The Chair or Chair of that meeting will notify the director of the termination of the directorship.

#### 4.7.6 Becoming an Employee

A member of the Society ceases to be a Full Member when they become an employee of any kind of the association. Termination date will be deemed as the first day of employment with the association.

#### 4.8 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

#### 4.9 Limitation on the Liability of Members

No member is, in his individual capacity, liable for any debt or liability of the Society.

### ARTICLE 5 – MEETINGS OF THE SOCIETY

#### 5.1 The Annual General Meeting

- 5.1.1 The Society holds its Annual General Meeting no later than the 30<sup>th</sup> day of April of each calendar year in Calgary, Alberta. The Board sets the place, day and time of the meeting.



5.1.2 The Secretary or designate mails or delivers a notice to each Full Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

**5.1.3 Notice given through the community letter**

The community newsletter, if distributed at least 21 days prior to the meeting, shall be deemed as notice.

**5.1.4 Agenda for the Meeting**

The Annual General Meeting shall be restricted to:

- a) adopting the agenda
- b) adopting the minutes of the last Annual General Meeting
- c) receipt of the Board Chair's report
- d) reviewing the financial statements
- e) appointing, or waiving the appointment of the auditors
- f) electing the Members of the Board
- g) considering those matters specified in the meeting notice.
- h) the presentation of honorary memberships and other awards for volunteerism and long-service to the association.

**5.1.5 Quorum**

Attendance by 12 or more Full Members at the Annual General Meeting is a quorum.

**5.2 Special General Meeting of the Society**

**5.2.1 Calling of Special General Meeting**

A Special General meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect, or
- b) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

**5.2.2 Notice**

The Secretary or designate mails or delivers a notice to each Full Member 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.

**5.2.3 Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

## **Procedure at the Special General meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

### **5.3 Proceedings at the Annual or a Special General Meeting**

#### **5.3.1 Attendance by the Public**

General Meetings of the Society are open to the public. A majority of the Full Members present may direct any person or persons who are not Members to leave.

#### **5.3.2 Failure to Reach Quorum**

The Chair Person cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **5.3.3 Presiding Officer**

- a) The Board Chair chairs every General Meeting of the Society. The Vice-Chair chairs in the absence of the Board Chair.
- b) If neither the Board Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

#### **5.3.4 Adjournment**

- a) The Chair Person may adjourn any General Meeting with the consent of the members at the meeting. The rescheduled General meeting conducts only the unfinished business from the initial Meeting.
- b) No notice is necessary if the General meeting is adjourned for less than thirty (30) days.
- c) The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

#### **5.3.5 Voting**

- a) Each Voting Member has one (1) vote.
- b) Motions: A show of hands decides every vote on a motion at every General Meeting or Special General Meeting unless at least five (5) voting Members present request a ballot.
- c) Elections: If there are more nominees for Board of Directors than positions available, a vote by ballot is carried out. Otherwise election is decided by show of hands.

- d) In the case of ballots, the Executive Director and a retiring Board Member shall count the votes and announce the results to the meeting.
- e) Members may withdraw their request for a ballot.
- f) In the event of a tie vote the motion is defeated.
- g) A Voting Member may vote by proxy, or may register their vote on any item, at the Society's registered office, prior to the date and time of the vote, between the hours of 8:30am to 4:30 pm, or as arranged with the office. The voting Member must present valid proof of membership for the vote to be registered.
- h) 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.
- i) The Chair Person declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- j) The Chair Person decides any dispute on any vote. The Chair Person decides in good faith, and this decision is final.

### **5.3.6 Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member
- b) any member not receiving any notice or
- c) any error in any notice that does not affect the meaning.

## **ARTICLE 6 – GOVERNMENT OF THE SOCIETY**

### **6.1 The Board of Directors**

#### **6.1.1 Governance and Management of the Society**

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### **6.1.2 Powers and Duties of the Board**

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board are to ensure the following are accomplished according to the rules of the Society:

- a) Promote the objects of the Society
- b) Promote membership in the Society
- c) Hire employees, to operate the Society
- d) Regulate employees' duties and setting their salaries
- e) Maintain and protect the Society's assets and property
- f) Approve an annual budget for the Society
- g) Pay persons for services and protect persons from debts of the Society
- h) Invest any extra monies
- i) Finance the operations of the Society and borrow or raise monies

- j) Make policies for managing and operating the Society
- k) Approve all contracts for the Society
- l) Maintain all accounts and financial records of the Society
- m) Appoint legal counsel as necessary
- n) Make policies, rules and regulations for operating the Society and use of its facilities and assets
- o) Sell, dispose of, or mortgage any or all of the property of the Society, and
- p) Without limiting the general responsibility of the Board, delegate its powers and duties to the Executive Committee or the paid administrator of the Society.

### 6.1.3 **Composition of the Board**

The Board consists of not less than five (5) and not more than twelve (12) Directors elected at the Annual General Meeting from among the Voting Members

### 6.1.4 **Election of the Directors**

#### 6.1.4.1 Eligibility for Election as a Director:

- a) No individual shall be eligible to be elected to the office of Director unless that person is Voting Member at the time of nomination or election, as applicable.
- b) An individual is eligible for election to the Office of Director, either by delivering to the registered Society office, prior to the date of the election, a nomination form signed by 2 Voting Members (other than themselves) indicating that they wish to run for Director, or through nomination from the floor, moved and seconded by 2 Voting Members (other than the individual seeking election).
- c) A Voting Member must be present at the meeting to be nominated from the floor but need not be present if a properly completed nomination form has been submitted prior to the meeting.

#### 6.1.4.2 Term of Office

- a) Unless otherwise directed by Ordinary Resolution, the Directors shall be elected for a term of two (2) years, 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.
- b) The Directors shall endeavor to maintain staggered terms of office such that one half (1/2) of the Directors shall complete their full term in any one year.
- c) The Directors may by Ordinary Resolution, as the need may arise, determine that certain Directors term of office shall be for only one year.
- d) Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- e) A retiring Director shall be eligible for re-election for more than three (3) consecutive terms should positions remain available and that individual be willing to continue. This would be a one year term or as decided by Ordinary Resolution of the Board.

6.1.4.3 Directors in good standing elect the Board Chair following the adjournment of the Annual General Meeting to serve a term of two (2) years that ends at the close of the second Annual General Meeting following the Annual General Meeting at which they were elected.

6.1.4.4 Board members shall conduct themselves in an ethical, professional and objective manner. Dealings with staff, each other and outside agencies are expected to be in a manner that exhibits the highest order of fair play, straightforward communication and an earnest effort to do what is in the best interest of the residents of Hillhurst-Sunnyside.

Loyalty to the interests of the residents of Hillhurst-Sunnyside supersedes any advocacy or special interest group and membership on other boards or workplace. This requires the Board members to deliberate Board matters without bias toward their own individual interest as a user of the Organization, services or programs

There must be no conflict of interest or any conduct of private business or personal services between any Board member and the organization.

Board members must not use their position to obtain for themselves or for their family members, employment with the organization or personal favours from any staff member.

Should a declared or perceived conflict of interest exist as in the above or as in the By-Laws, the Board member must state that conflict to the rest of the Board. The Board will then decide if the conflict is genuine and compromising for the organization, and if so the member shall removed him or herself from the decision making process.

Board Members shall make no judgments of other board members or staff (with the exception of the Board's necessary ability to evaluate the professional performance of the Executive Director)

Board members shall not make agreements with external businesses for the procurement of goods or services without prior agreement of the Executive Director and will not make public statements as representative of the organization unless delegated to do so by Board resolution, the Chair and/or the Executive Director.

Board members will recognize that a vote of the Board members, once concluded, will be considered unanimous. There may be times when the Chair decides to conduct a portion of a meeting 'In Camera' in order to discuss a matter that is sensitive or personal in nature. Such a session will be considered to be strictly confidential by Board members, the ED and any other persons requested to attend that portion of a Board meeting.

Breaches of the Code of Conduct will be dealt with by the Board through the application of censure (formal reprimand) or removal of the Board member from the Board according to section 6.1.5.2 of the organization's By-Laws.

#### **6.1.5 Resignation, Death or Removal of a Director**

6.1.5.1 A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any Director, including the Board Chair before the end of a term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Full Member in good standing to fill that vacancy for the remainder of the term.

#### **6.1.6 Meetings of the Board**

6.1.6.1 The Board holds at least seven (7) meetings each year.

6.1.6.2 Five (5) days' notice for Board meetings is mailed or e-mailed to each Board Member. There may be five (5) days' notice by telephone and/or fax. Board Members may waive notice.

6.1.6.3 Fifty percent plus one Directors present at any Board meeting is a quorum.

6.1.6.4 If there is no quorum, the Board Chair or the acting Chair adjourns the meeting to the same time, place, and day of the following week.

6.1.6.5 Each Director, including the Board Chair, has one (1) vote. In the event of a tie vote the motion is defeated.

6.1.6.6 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.7 All the Directors may agree to and sign a resolution outside of a Board meeting. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed and it will be recorded in the minutes of the Board. The Directors may also agree to a resolution by exchange of votes via electronic mail, which resolution shall be validated and noted in the minutes of the Board at the next following Board meeting.

6.1.6.8 A meeting of the Board may be held by a conference call or online conferencing. Directors who participate in this call are considered present for the meeting.

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

6.1.8.11 A Director may waive formal notice of a meeting.

## 6.2 **Officers**

6.2.1 Normally, the Officers of the Society shall be the Board Chair, Vice-Chair, Secretary and Treasurer.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected. The Board Chair may only serve for a maximum of 6 years as Board Chair (equivalent to 3 consecutive terms as a Director of the Board).

## 6.3 **Duties of the Officers of the Society**

### 6.3.1 **The Board Chair**

- Supervises the affairs of the Board
- When present, chairs all meetings of the Society, the Board and the Executive Committee
- Is an *ex officio* member of all Committees, except the Nominating Committee
- Acts as the spokesperson for the Society
- Chairs the Executive Committee and
- Carries out other duties assigned by the Board
- Exercises general control and supervision over the business of the Association
- Carries out other powers and duties assigned by the Board.

### 6.3.2 **The Vice-Chair**

- Presides at meetings in the Board Chair's absence. If the Vice-Chair is absent, the Directors elect a Chairperson for the meeting
- Replaces the Board Chair at various functions when asked to do so by the Board Chair.
- Is a member of the executive committee and
- Carries out other duties assigned by the Board.

### 6.3.3 **The Secretary**

- Assures that accurate minutes are kept for all meetings of the Society, the Board and the Executive Committee
- Has charge of the Board's correspondence
- Makes sure a record of names and addresses of Members of the Society is kept

- Makes sure all notices of various meetings are sent
- Makes sure annual fees are collected and deposited
- Keeps the Seal of the Society
- Files the annual return, changes in the directors of the organization, amendments in the by-laws and other incorporating documents with the Corporate Registry and
- Carries out other duties assigned by the Board.

#### 6.3.4 **The Treasurer**

- Makes sure all monies paid to the Society 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 Society is prepared and presented to the Annual General meeting
- Chairs the Finance Committee
- Is a member of the Executive Committee and
- Carries out other duties assigned by the Board.

### 6.4 **Board Committees**

#### 6.4.1 **Establishing Committees**

- The Board may appoint and/or revoke committees as considered necessary.
- A committee appointed by the Directors shall conform to any restrictions and regulations, which the Directors impose on it.

6.4.1.1 A Board Member chairs each committee created by the Board.

6.4.1.2 The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings
- Distributes these minutes to the committee members and
- Provides reports to each Board meeting at the Board's request.

6.4.1.3 Normally two (2) days' notice is mailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.4.1.4 A majority of the committee members present at a meeting is a quorum.

6.4.1.5 Each member of the committee, has one (1) vote at the committee meeting. In the event of a tie vote the motion is defeated.



## 6.5 Standing Committees

The Board may establish these standing and other ad hoc committees:

- a) Executive Committee
- b) Personnel Committee
- c) Finance Committee, and
- d) Nominating Committee

### 6.5.1 The Executive Committee

- a) Normally includes the Board Chair, Vice-Chair, Secretary, and Treasurer, if assigned
- b) Is responsible for:
  - 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.
- c) The meetings are called by the Board Chair or on the request of any two (2) other Officers.
- d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

### 6.5.2 The Personnel Committee

- a) Normally includes the Vice-Chair, who is the Chairperson.
- b) Is responsible for:
  - Recommending a job description, qualifications, and performance appraisal system for the Executive Director
  - Interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board
  - Recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
  - Acting as a mediator for personnel problems
  - Recommending personnel policies for volunteers
  - Reporting on the year's activities at the Annual General Meeting and
  - Carrying out other duties assigned by the Board.

### 6.5.3 **The Finance Committee**

- a) Normally includes the Treasurer, who is the Chairperson.
- b) Is responsible for:
  - Recommending budget policies to the Board
  - Investigating and making recommendations to the Board for acquiring funds and property
  - Recommending policies on disbursing and investing funds to the Board
  - Establishing the annual audit of the books
  - Reporting on the year's activities at the Annual General meeting, and
  - Carrying out other duties assigned by the Board.

### 6.5.4 **The Nominating Committee**

- a) Normally includes the Secretary who chairs the committee.
- b) Is responsible for:
  - Putting forward a nominee for each vacant Director position
  - orienting new board members, and
  - presenting its recommendations to the Annual General Meeting.

### 6.6 **The Executive Director**

6.6.1 Normally, the Board shall hire an Executive Director who will be responsible for acting as the administrative officer of the Board in:

- Attending board, and other meetings, as required
- Hiring, supervising, evaluating and releasing all other paid staff
- Interpreting and applying the Board's policies
- Keeping the Board informed about the affairs of the Society
- Maintaining the Society's books
- Preparing budgets for Board approval
- Planning programs and services based on the Board's priorities and
- Carrying out other duties assigned by the Board.

6.6.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

## **ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **7.1 The Registered Office**

The Registered Office of the Society is located at 1320 – 5 Ave N.W., Calgary, Alberta, T2N 0S2. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the Society ends on December 31<sup>st</sup> of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society the auditor submits a complete statement of the books for the previous year.

### **7.3 Seal of the Society**

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by officers authorized by the Board. The Board must pass a motion to name authorized Officers.

### **7.4 Cheques and Contracts of the Society**

7.4.1 The designated Signators of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.

7.4.2 The Signator(s), or other persons authorized to do so by resolution of the Board, must sign all contracts of the Society.

### **7.5 The Keeping and Inspection of the Books and Records of the Society**

7.5.1 The Secretary keeps a copy of the Minute Books and ensures that minutes of all meetings of the Members and of the Board are recorded.

7.5.2 The Secretary keeps copies of, or keeps the original Minute Book at the Registered Office of the society. This record contains minutes from Annual General Meetings and Special General Meetings.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the By-laws, the Societies Act, or any other statutes or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the Board Chair or the Secretary of the Society of his or her intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members.

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

## 7.6 **Borrowing Powers**

7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

## 7.7 **Payments**

7.7.1 Payment, if any, of the Directors and Officers of the Association shall be fixed by ordinary Resolution of the Directors from time to time.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society, such as childcare, may be reimbursed upon Board approval.

## 7.8 **Protection and Indemnity of Directors and Officers**

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

- 7.8.4 To the extent obtainable at reasonable cost, appropriate officers' and directors' personal liability insurance will be obtained by the Society to protect the Officers and Directors from personal liability in relation to their duties and responsibilities in acting as such officers and directors on behalf of the Society.

#### **ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 8.1 The Society does not pay any dividends or distribute its property among its Members.
- 8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any members receive any assets of the Society.

#### **ARTICLE 9 – AMENDING THE BY-LAWS**

- 9.1 These By-Laws of the Association may be rescinded, altered or added to in accordance with the provisions of the Societies Act.