

SOCIETIES ACT OF ALBERTA
BYLAWS
OF
HILLHURST-SUNNYSIDE COMMUNITY ASSOCIATION

FOR APPROVAL

Approved by Special Resolution on March 20, 2003
Amended by Special Resolution on April 25, 2017
Amended by Special Resolution on April 17, 2018
Revised by Special Resolution on April 24, 2024

**HILLHURST-SUNNYSIDE COMMUNITY ASSOCIATION
BYLAWS**

ARTICLE 1 – PREAMBLE

1.2 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 Bylaws

The following articles are the Bylaws of Hillhurst-Sunnyside Community Association and shall not be rescinded, altered or added to except by Special Resolution of the Association.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 BYLAWS

2.1 Definitions: In these Bylaws, 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.

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

2.1.4 **Bylaws** mean the Bylaws 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 or a Special General Meeting.

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

2.1.8 **Officer** means any Officer listed in Article 6.7.

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 in Article 5.

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 of this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% or more 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 Bylaws:

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 10th St. N.W., then runs along 16th Avenue N.W. to 14th 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 18th Street N.W. between 8th Avenue N.W. and Kensington Road and 18A Street N.W. between Kensington Road and the Bow River.

2.2.2. **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

2.2.3 **Headings** are for convenience only. They do not affect the interpretation of the Bylaws.

2.2.4 **Liberal Interpretation:** these Bylaws 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:

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

4.1.4 **Honourary Member**

An individual may become an 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 will be kept.

4.4 **Membership Year**

The Board sets the membership year from time to time.

4.4.1 **Membership Fees**

The Board decides annual membership fees for each category of Members. The Board may delegate this decision to the Executive Director.

4.4.2 **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 at that 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 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 to 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 **Expulsion of a Member**

4.7.1 **Decision to Expel**

The Board may, by resolution at a properly called Board Meeting, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.7.2 **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 Board 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.

4.7.3 **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 to 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 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.

4.8 Termination of Membership

4.8.1 Deemed Withdrawal

If a Member has not paid the annual membership fees on or before the expiration of the current membership, the Member is considered to have terminated their membership. 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.

4.8.2 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.

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.

4.8.3 Death or Dissolution

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

4.8.4 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.

4.9 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.

4.10 Limitation on the Liability of Members

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

ARTICLE 5 – MEETINGS OF THE SOCIETY

5.1 Meeting Notice

Notice of any meeting of the society will be made at least 21 days before the meeting by including notice in the Community newsletter and/or by email sent to all Members.

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 any error in any notice that does not affect the meaning.

5.2 Quorum

Quorum for any general meeting of the Society is 12 Full Members.

If quorum is not present within thirty minutes after the set start time of a meeting, the meeting is adjourned to come back to order at a time and location to be determined by the Board of Directors but within 30 days of the original meeting. An email to all Members will be sent no less than three days before the date of the continued meeting. If quorum is not present within thirty minutes after the set start time of the continued meeting, the meeting will proceed with the Members in attendance.

5.3 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.

5.4 Presiding Officer

Any Member of the Board of Directors may chair any meeting of the Society or the Board may appoint an outside person, such as a parliamentarian or other skilled person, to preside over any meeting.

5.5 Voting

Each Voting Member has one (1) vote.

The Chair, subject to amendment by the majority at the meeting, will determine how votes will be conducted.

The Chair, subject to approval by the Members will appoint scrutineers as needed for the counting of any votes.

5.6 Annual General Meeting (AGM)

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

5.6.1 Agenda

The Annual General Meeting shall typically include the following items;

- a) adopting the agenda
- b) adopting the minutes of the last Annual General Meeting
- c) 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 & resolutions specified in the meeting notice
- h) the presentation of honorary memberships and other awards for volunteerism and long-service to the association

5.6.2 **Member Business**

Society Members who wish to add an item to the business of the AGM must provide notice of the motion and topic to the Board of Directors by the last day of February before the AGM to allow time for the Board to include the matter in the notice of the AGM.

5.7 **Special General Meeting (SGM)**

A Special General Meeting may be called:

- 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 all Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting.

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

ARTICLE 6 – BOARD OF DIRECTORS

6.1 **Governance and Management of the Society**

The Board governs and manages the affairs of the Society.

6.2 **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 include but are not limited to:

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

6.3 **Composition of the Board**

The Board consists of not less than five (5) and not more than twelve (12) Directors. Only Full Members may be Directors.

6.4 Term of Office

A term of office may be for a one year or two year term (a year is one AGM to the next AGM) but a Director holds office until they are removed from Office or until a successor is elected. No Member may serve for more than 6 consecutive years on the Board of Directors.

6.5 Nomination & Election of Directors

6.5.1 Nominations before the AGM - An individual may be nominated to serve as Director 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 and agrees to serve if elected. In this case the Member does not need to be present at the meeting to stand for election. The nominee will indicate whether they are letting their name stand for a one year term or a two year term.

6.5.2 Nominations from the Floor - An individual may be nominated to serve as Director through nomination from the floor, moved and seconded by 2 Voting Members (other than themselves). In this case the Member must be present at the meeting to stand for election. A Member may nominate themselves provided that the requirement of being seconded by 2 Voting Members is met. The nominee will indicate whether they are letting their name stand for a one year term or a two year term.

6.5.3 Election

All votes for Directors will be conducted by secret ballot.

6.6 Resignation or Removal of a Director & Appointment of Additional Directors

6.6.1 Resignation - 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.

6.6.2 Removal by Membership - Voting Members may remove any Director before the end of a term. There must be a majority vote at a Special General Meeting called for this purpose.

6.6.3 Removal by Board - The Board of Directors may remove any Director before the end of a term when the Board Member (1) fails to remain a Full Member in good standing, (2) for cause, or (3) failure of such Board member to regularly attend Board meetings. The termination shall be made by Board resolution at a properly called meeting of the Board. The Board will notify the Director of the termination.

6.6.4 **Appointment** - If there are less than 12 Directors on the Board for any reason, the remaining Directors may appoint any number of Full Members in good standing, up to the maximum 12 Directors. These Directors are appointed until the next election of Directors.

6.7 Officers

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

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

6.7.3 The Officers hold office until they are removed from Office by the Board or until a successor is elected.

6.7.4 The Board may develop job descriptions and lists of duties for each of the Officers of the Society.

6.8 Meetings of the Board

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

6.8.2 Five (5) days' notice for Board meetings is mailed or e-mailed to each Board Member. Board Members may waive notice. The notice requirement may be waived if all Directors agree in writing to do so.

6.8.3 A majority of the current Board of Directors is required for quorum.

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

6.8.5 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.

6.8.6 The Board of Directors may agree to a resolution outside of a Board meeting. This resolution is as valid as one passed at any Board meeting. All Board Members must agree to the resolution and debate is not permitted.

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

6.9 Board Committees

The Board will have the following standing committees:

- a) Executive Committee
- b) Finance Committee
- c) Nominating Committee

The Board may appoint and/or discontinue other committees as desired.

A committee appointed by the Board shall conform to any restrictions and regulations which the Board requires of it.

ARTICLE 7 – ELECTRONIC MEETINGS & ELECTRONIC PARTICIPATION IN MEETINGS

7.1 Electronic Meetings

Any general meeting or Board meeting of the Society may be held fully or partially electronically through the use of Internet meeting services designated by the Board of Directors. The service must provide that all Members may speak and hear each other audibly.

7.2 Electronic Participation in Meetings

Any Member may attend a meeting electronically provided that the Board has set up and provided for such electronic access. The Board is not required to provide such access for meetings.

ARTICLE 8 – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE 9 - FINANCE AND OTHER MANAGEMENT MATTERS

9.1 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.

9.2 Finance and Auditing

9.2.1 The fiscal year of the Society ends on December 31st of each year.

9.2.2 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.

9.3 Seal of the Society

- 9.3.1 The Board may adopt a seal as the Seal of the Society.
- 9.3.2 The Seal of the Society is kept at the Society Office.
- 9.3.3 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.

9.4 Cheques and Contracts of the Society

- 9.4.1 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.
- 9.4.2 The Signator(s), or other persons authorized to do so by resolution of the Board, must sign all contracts of the Society.

9.5 The Keeping and Inspection of the Books and Records of the Society

- 9.5.1 The Secretary ensures that minutes of all Board and Members meetings are securely stored.
- 9.5.2 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.
- 9.5.3 A Member wishing to inspect the records of the Society must give reasonable notice to the Board Chair or the Executive Director of their intention to do so.
- 9.5.4 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.
- 9.5.5 All financial records of the Society are open for such inspection by the Members.
- 9.5.6 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

9.6 Borrowing Powers

- 9.6.1 The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 9.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

9.7 Payments

- 9.7.1 Payment, if any, of the Directors and Officers of the Association shall be fixed by ordinary Resolution of the Directors from time to time.
- 9.7.2 Reasonable expenses incurred while carrying out duties of the Society, such as childcare, may be reimbursed upon Board approval.

9.8 Protection and Indemnity of Directors and Officers

- 9.8.1 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 their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 9.8.2 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 their role for the society, unless the act is fraud, dishonesty or bad faith.
- 9.8.3 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.
- 9.8.4 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 10 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 10.1 The Society does not pay any dividends or distribute its property among its Members.
- 10.2 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 11 – AMENDING THE BY-LAWS

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

FOR APPROVAL