



BOWNESS

COMMUNITY ASSOCIATION

BYLAWS: October 17, 2018

ARTICLE 1: PREAMBLE

- 1.1 The **Association Name** is Bowness Community Association herein referred to as “the Association”. The Association is incorporated under the Societies Act of the Province of Alberta since December 30, 1963.
- 1.2 The **Boundaries** of the Association are that geographical area comprising the municipality described and known as Bowness, being generally bounded on the north by the Bow River, on the east by the Bow River, on the south by 16 Avenue and on the west by Stoney Trail. It also includes those areas historically known as Greenwich Village and Wilson Gardens.
- 1.3 These **Bylaws** have been adopted as the bylaws of the Bowness Community Association in Calgary, Alberta and shall regulate the business and affairs of the Association.

ARTICLE 2: DEFINITIONS

In these Bylaws, the following words have these meanings:

- 2.1 "**Act**" means the Societies Act R.S.A. 2000, Chapter S-14 and amendments thereto, or any statutes substituted for it, and includes any regulations promulgated thereunder that are in effect from time to time.
- 2.2 "**Administration**" means the day-to-day operation of managers or management of the Association.
- 2.3 "**Annual General Meeting**" ("**AGM**") means the annual general meeting of the Association described in Article 6.4
- 2.4 "**Association**" means the Bowness Community Association.
- 2.5 "**Adult**" means any person of legal voting age in Alberta.
- 2.6 "**Board**" means the Board of Directors of the Association.
- 2.7 "**Bylaws**" means the Bylaws of the Association, as may be amended from time to time by special resolution of the Members.
- 2.8 "**Community**" means the geographical area within the City of Calgary known as Bowness and the residents therein. The boundaries are defined in Article 1.2.



- 2.9 **“Community at Large”** means persons residing outside the boundaries of the Association with whom the Association may have cause to interact.
- 2.10 **“Chairperson”** refers to the individual that is responsible for the running of a meeting. This role is described in Article 6.10.
- 2.11 **“Committee”** means any formal sub-group of the Board that meets regularly to discuss a specialized issue or complete a project.
- 2.12 **"Director"** means any person elected or appointed to the Board of the Association.
- 2.13 **"Executive"** means the executive committee of the Board, being the President, the Vice-President, the Secretary, the Treasurer and the Executive Director.
- 2.14 **"Facility"** means the building and lands that comprise the community centre of the Association and the associated recreational facilities as outlined in the License of Occupation with the City of Calgary.
- 2.15 **"Fiscal Year"** means the twelve-month period commencing on August 1st of a year and ending on July 31st.
- 2.16 **“Legally Related”** means any two or more persons associated through birth, adoption, marriage, or common-law agreement.
- 2.17 **"Majority"** means a simple majority of fifty (50%) percent plus one vote of all parties entitled to vote on any matter, except as otherwise noted in these Bylaws.
- 2.18 **"Member" or "Membership"**, unless otherwise specified, means a Regular Member, a Life Member, an Associate Member, a Family Member, a Senior Member, or collectively all the Members of the Association, whose annual Membership dues, if any, are paid and whose Membership in good standing.
- 2.19 **"Minute Book"** means the records of the meetings and resolutions passed by the Association and the Board. It can include electronic records.
- 2.20 **"Objects"** means the purposes for which the Association is established as filed with the Registrar of the Alberta Societies Act, a copy of which is maintained in the Minute Book of the Association and as attached to these Bylaws as Appendix A.
- 2.21 **"Officer" or "Officers"** are individuals appointed by the Board of Directors to carry out the day-to-day business of the Association.
- 2.22 **"Policies and Procedures"** means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association and the Facility, which rules and practices may elaborate on, but not be inconsistent with these Bylaws.

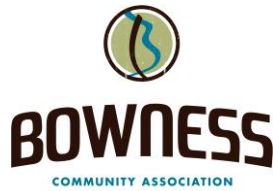


- 2.23 **"Policy Governance"** means the operating system and governance model to be established and followed by the Board for its decision-making process.
- 2.24 **"Proper Notice"** refers to appropriate notification being given to all membership before meetings. Notice requirements are defined in section 6.8.
- 2.25 **"Registered Office"** means the registered office for the Association.
- 2.26 **"Register of Members"** means the register maintained by the Board of Directors containing the names of the Membership of the Association. This duty is typically handled by the Board Secretary.
- 2.27 **"Special Resolution"** means:
- a) A resolution passed at a Special General Meeting of the Association of which not less than twenty-one (21) days notice, specifying the proposed special resolution has duly been given, and which resolution has been passed or approved by not less than seventy-five (75%) of the Members in attendance at such Special General Meeting; or
 - b) A resolution proposed and passed as a Special Resolution at an Annual General Meeting of which not less than twenty-one (21) days notice has been given, in the event all the Members in attendance at such meeting approve or agree to pass such Special Resolution;
 - c) A resolution consented to in writing by one hundred (100%) percent of the Members of the Association.

ARTICLE 3: INTERPRETATION

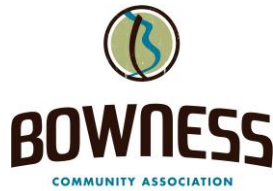
The following rules of interpretation shall be applied in interpreting these Bylaws.

- 3.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice versa.
- 3.2 **Masculine and Feminine:** words indicating the masculine gender also include the feminine gender, and vice-versa.
- 3.3 **Corporation:** words indicating persons also include corporations, unless expressly stated otherwise.
- 3.4 **Headings** are for convenience only and do not affect the interpretation of these Bylaws.
- 3.5 Any reference to a **specific number of days** prior to a meeting shall not include the day of the applicable meeting; and
- 3.6 **Liberal Interpretation:** these Bylaws shall be interpreted broadly and generously.



ARTICLE 4: MEMBERSHIP OF THE ASSOCIATION

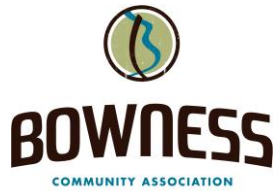
- 4.1 Classification of Membership. There are five types of membership in the Bowness Community Association, being:
- Regular Membership
 - Family Membership
 - Associate Membership
 - Life Membership
- 4.1.1 Regular Membership includes any individual member who is 18 years or older, a resident of the community of Bowness that has provided proof of residency, and who has paid the annual membership fee. A Regular Membership entitles a member to:
- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
 - b) Vote on any motion presented at any General, Special General, or Annual General Meeting if they have been a member for 30 days prior to the voting date;
 - c) Participate in any programs or activities of the BCA if eligibility and as space allows;
 - d) Use of the facility at a discounted fee relative to those who are not members;
 - e) The right to attend meetings of the Board, subject to Article 6.1.2; and
 - f) Stand for nomination or appointment as a Director, provided that any such Regular Member has been a registered Member of the Association for a minimum of 30 days prior to the nomination or appointment meeting.
 - g) Exercise any other rights and privileges given to Members in these By-laws.
- 4.1.2 Family Membership includes up to two adults 18 years or older, and any number of children under the age of 18, who are residents of Bowness living in the same household that have provided proof of residence, and who have paid the annual membership fee. Family Membership entitles the members to:
- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
 - b) Vote on any motion presented at any General, Special General, or Annual General Meeting if they have been a member for 30 days prior to the voting date and are over the age of 18;
 - c) Participate in any programs or activities of the BCA if eligibility and as space allows;
 - d) Use of the facility at a discounted fee relative to those who are not members;
 - e) The right to attend meetings of the Board, subject to Article 6.1.2; and
 - f) Stand for nomination or appointment as a Director, provided that any such Family Member is 18 years or older has been a registered Member of the Association for a minimum of 30 days prior to the nomination or appointment meeting.
 - g) Exercise any other rights and privileges given to Members in these By-laws.



- 4.1.3 Associate Membership includes any individual 18 years or older who is not a resident of Bowness, is a paid staff or contractor of the Bowness Community Association, or any business, organization, or agency with interest in Bowness who has paid the annual membership fee. Representatives of businesses, organizations and agencies must be registered with membership. Associate Membership entitles a member to:
- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
 - b) Participate in any programs or activities of the BCA if eligibility and space allow;
 - c) The right to attend meetings of the Board, subject to Article 6.1.2;
- 4.1.4 Life Membership includes any individual that is a resident of Bowness that the Board of Directors deems to have provided long and dedicated service or outstanding contribution to the Bowness Community Association or Community at Large. An annual membership is not required of life members. Life Membership entitles a member the same rights and privileges as those held by a Regular Member, as described in Article 5.1.1. If they move outside the boundaries of the community of Bowness, they shall have Life Associate Member status with the rights and privileges of an Associate Member as described in Article 5.1.4.
- 4.2 Rights and Privileges outlined under section 5.1 of the bylaws refer to members in good standing only. A member in good standing has paid their annual membership fee and has not been terminated or expelled, or in the process of being reviewed for termination or expulsion.
- 4.3 Membership Fees shall be established by the Board of Directors as required and receive a majority vote by Directors of the Association. Payment of membership fees may be made at any time during the membership year but must be paid prior to using any privileges of membership. Special consideration of membership fees may be considered and identified in the membership fee policy voted on by the Board of Directors. Membership fees are non-refundable and non-transferable to another person.
- 4.4 Membership Year shall be established by the Board of Directors as required and receive a majority vote by Directors of the Association.
- 4.5 Membership Confidentiality - The Register of Members shall be kept current and confidential at the Registered Office of the Association, subject to article 8.1.
- 4.6 Membership Change of Address - Each Member shall give notice to the Association in a timely manner of any change of their address. A Regular Member shall automatically become an Associate Member when the registered Member moves outside the boundaries of the Association. An Associate Member (except for business and organizations) shall automatically become a Regular Member when the registered member moves inside the boundaries of the Association. If only one registered Adult Member of a Family changes address, the Membership shall be deemed to belong to the Member remaining at the residence or in the community.



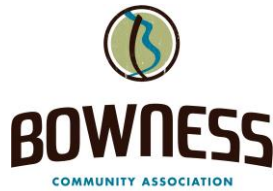
- 4.7 Membership Termination – Membership of the Bowness Community Association may be terminated by expiry, withdrawal, suspension or expulsion. The Association shall be entitled to deny membership to any individual, business or organization at their discretion.
- 4.7.1 Withdrawal - Any Member may withdraw from membership of the Association at any time, upon providing written notice directed to either the Administration or Board of the Association.
- 4.7.2 Suspension and Expulsion - The Board may, upon receiving a formal substantiated complaint, suspend or expel any member from the Association for one or more of the following reasons:
- a) The Member has failed to abide by the requirements of these Bylaws;
 - b) The Member has disrupted meetings or functions of the Association, or
 - c) The actions or omissions of the Member have harmed the Association, or other Members of the Association.
- 4.7.3 Process of Suspension and/or Expulsion – The Board shall use the following process to notify a Member if it is considering potential suspension or expulsion:
- a) The Board shall serve written notice to the Member of the Board's intention to consider potential suspension or expulsion, including the reasons why suspension or expulsion is being considered.
 - b) The notice shall be delivered to the last known address, and/or to the last known e-mail, of the Member shown in the records of the Association 14 days prior to the meeting of the Board at which the matter is to be determined.
 - c) The Member shall have an opportunity to submit a written statement to the Board and/or to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by one other person.
 - d) The Board may exclude the Member from its final discussion of the matter, including the vote on the matter. The Board of Directors may suspend or expel with a majority vote of those Directors present at the meeting.
 - e) Any decision voted on regarding suspension or expulsion of a Member will be communicated, including time frame for suspension, in writing to the last known address of the Member.
 - f) Any Member expelled from the Association shall be in turn expelled from any position held as a Director or voting member of any Bowness Community Association Committee.
 - g) A Member shall be deemed to be automatically terminated in the event their annual membership fee has not been paid to the Association on or before the expiration date of sixty (60) days following the due date for payment
 - h) There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member.
- 4.7.4 Reinstatement of Membership - Any Member who has been suspended or expelled may, upon written application to the Association, can be considered for reinstatement at any Board Meeting. To be reinstated the application must receive:



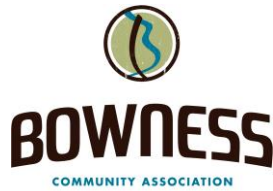
- a) Inclusion in the agenda for that Meeting.
- b) A majority vote for reinstatement of those Directors present at the Meeting.
- c) And, there must be no legal judgment or resolution barring that person's Membership.

ARTICLE 5: MEETINGS OF THE ASSOCIATION

- 5.1 Board Meetings of the Association will be scheduled and held a minimum of once every three months and any additional Interim Board Meetings as the business of the Association requires.
 - 5.1.1 Agenda for a Board Meeting shall include but not be limited to: adopting the agenda, adopting the meeting minutes from the last Board meeting; old business, new business; adjournment.
 - 5.1.2 Attendance at a Board meeting shall be open to any member upon prior notice to the Executive of the Board and as included in the Agenda prior to the meeting. Members attending the meeting are non-voting and require invitation by the Board to speak. Participation by Directors in a Board meeting may take place in person, by telephone conference call, or via electronic medium. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote.
 - 5.1.3 Notice of Board Meetings should be given at least 7 days prior to the Meeting date. Meeting notice can be provided by any member of the Executive Committee of the Board.
 - 5.1.4 Quorum required to be present at a Board Meeting shall be a majority of Board Directors.
- 5.2 General Meetings of the Association can be scheduled and held at any time during the membership year, the date(s) to be decided by the Association Board, posted in the community newsletter, on the Association bulletin board and disseminated by electronic communication means.
 - 5.2.1 Agenda for a General Meeting shall include but not be limited to: adopting the agenda, adopting the meeting minutes from the last General Meeting, reports – Presidents, Treasurers and Directors, and any resolution (special or regular) that is to be presented at the meeting.
 - 5.2.2 Attendance at a General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members.



- 5.2.3 Notice of, at least, twenty-one (21) days before the scheduled date of the General Meeting is required to be delivered by regular post, email, fax, or public notice to each Member of the Association. The responsibility of sending notice rests with the Executive and the notice shall state the place, date and time, together with any extraordinary business and/or special resolutions to be presented at the meeting.
- 5.2.4 Quorum required to be present at a General Meeting shall be the majority of the Board of Directors and ten (10) members in good standing.
- 5.3 Special General Meetings may be called at any time by the Board of the Association upon receipt of a written request signed by five (5) or more Board Members OR called at any time by twenty (20) members of the Association upon written notice to the Board stating the reason for calling such a meeting.
 - 5.3.1 Agenda - Only matters set out in the notice circulated for the Special General Meeting shall be considered and dealt with at the Special General Meeting.
 - 5.3.2 Attendance at a Special General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members.
 - 5.3.3 Notice - Written notice of the Special General Meeting must be sent by mail, electronic mail, and/or published in the community newsletter to all members of the Association at least ten (10) days prior to such a meeting. The responsibility of sending notice rests with those persons desiring to call such a meeting and the notice shall state the place, date and time, together with any extraordinary business and/or special resolutions to be presented at the meeting.
 - 5.3.4 Procedure - The Board will convene a meeting within a maximum of thirty (30) days of receipt of a request as described in article 6.3, however, the Board shall not be required to proceed with that meeting in whole or in part, if fewer than two-thirds of those voting members who signed that request are not present in the quorum for the meeting.
 - 5.3.5 Quorum required to be present at a Special General Meeting shall be the majority of the Board of Directors and ten (10) members in good standing.
- 5.4 Annual General Meeting shall be held once every twelve (12) months and within one hundred and twenty (120) days of the Association's fiscal year end.
 - 5.4.1 Agenda - The following items shall appear on the agenda for each Annual General Meeting: Adoption of the Agenda, Adoption of the meeting minutes of the last Annual General Meeting, Reports – President, Treasurer, Directors, Review of the financial statement of the Association for the preceding fiscal year, appointment of auditors for the forthcoming year, election of Directors for the Association for the forthcoming year, presentation and consideration of additional



business items or resolutions (special or regular) to be proposed as set out in the notice of the Annual General Meeting.

- 5.4.2 Attendance at an Annual General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members.
- 5.4.3 Notice – Written notice of an Annual General Meeting must be sent by mail, electronic mail, and/or published in the community newsletter to all members of the Association at least twenty-one (21) days prior to such a meeting. The responsibility of sending notice rests with the Executive and the notice shall state the place, date and time, together with any extraordinary business and/or special resolutions to be presented at the meeting.
- 5.4.4 Quorum required to be present at an Annual General Meeting shall be the majority of the Board of Directors and ten (10) members in good standing. The President shall cancel the holding of an Annual 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, and if a quorum is still not present within one half (1/2) hour after the set time of the second meeting, the meeting may then proceed with the Members in attendance, who will then be deemed to be a quorum.
- 5.5 Committee Meetings - members of all duly appointed and standing committees of the Board shall meet from time to time, or any time at the discretion of the chairperson of each such committee, or the call of the Board of Directors.
- 5.6 Roberts Rules of Order - All meetings shall be conducted using the guidelines set forth in Roberts Rules of Order and shall be called to order by the Chairperson of the meeting as determined at prior meeting or outlined on the Agenda.
- 5.7 Meeting Minutes shall be taken and recorded at all meetings with a copy of the original meeting minutes signed and filed at the office of the Association.
- 5.8 Notice - For the purposes of sending notice to Directors and Members, the last home address and/or email address on file in the Registry of Members shall be the address used as per Article 5.6. No action taken at any meeting is invalid due to:
 - a) Accidental omission to give any notice to an individual Member;
 - b) Any Member not receiving any notice; or
 - c) Any error in any notice which does not materially affect the contents of the Notice.
- 5.9 Adjournment - The President may adjourn any Meeting with the unanimous consent of the Members at the meeting.
- 5.10 Chairperson - The President shall chair any Board, General, Special General or Annual General Meeting of the Association, and in the absence of the President, the Vice-President shall act as the Chairperson. If neither the President nor the Vice-President is present within one half (1/2) hour after the set time for Meeting, the Members



present shall choose one (1) of the other Members of the Association to chair the meeting.

- 5.11 Voting – Except for the Chairperson, each voting member registered with the Association shall have one vote at any General meeting, Special General, Annual General or Committee meeting and where elected or appointed by the Board at any meeting of the Board. A resolution is declared carried or lost by the President with a majority vote of those voting members in attendance at the meeting in accordance with Article 6. An entry to that effect must be made in the meeting minutes of the Association with no need to reflect the number of votes cast for or against a resolution. The Chairperson may only vote to break a tie with the exception of a decision by ballot, in which case the Chairperson has only one vote and not a casting vote. In the event any dispute arises amongst members relating to any vote on a resolution, such dispute shall be decided and determined by the President acting in good faith, which decision shall be final and binding on the Members.

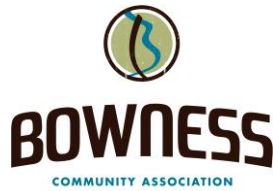
Notwithstanding any other provision of these Bylaws, the Board may determine any matter within its powers without a meeting on the following basis:

- 5.11.1 Notice of a resolution has been given to all Directors, together with sufficient information to enable Directors to be reasonably informed as to the nature of the matter, including a deadline giving sufficient time to respond.
- 5.11.2 Any such vote shall be binding on the Board as if it had been conducted as a meeting of the Board unless a Director objects by notice to the President and Secretary no later than three (3) days following receipt of notice that the matter will be determined without a meeting of the Board.
- 5.11.3 The President shall promptly notify the Directors of the result of any vote by notice under this article following the deadline of the applicable response period and the results of any such vote conducted by notice shall be included in the meeting minutes for the next meeting of the Board.
- 5.11.4 If there is an objection, the President shall promptly convene a meeting of the Board to deal with that matter and all votes cast by the other Directors by notice with respect to that matter shall be voided.
- 5.11.5 A resolution in writing, signed by all Directors personally, shall be valid and effective as if it had been passed at a duly constituted meeting of the Board.
- 5.12 Internal Disputes - a dispute arising out of the affairs of the Association and between any members of the Association or between (a) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or (b) a person claiming through the member or aggrieved person or claiming under the bylaws of the Association, and the Association or a director or officer of the Association, it shall be decided by arbitration, which shall be governed under the Arbitration Act. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and there is no appeal from it.



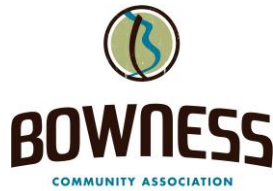
ARTICLE 6: GOVERNANCE OF THE ASSOCIATION

- 6.1 Governance Focus - The Board of the Association shall be considered a Policy Governance Board. This definition should not deter Board Members from taking on working projects, committee-work, and other work that helps ensure the duties of the Association are met.
- 6.2 Board Composition - The Board shall consist of no less than three (3) and no more than fifteen (15) Members. The Board shall consist of the President, Vice-President, Secretary, the Treasurer, and Directors at Large. The Board will appoint Executives and Committee Chairs annually at the first Board meeting following the Annual General Meeting. Directors must be Members of the Association. Committee Chairs must be Directors of the Association. The Executive Director shall be an ex-officio non-voting Member of the Board.
- 6.3 Powers and Duties of the Board - The Board may cause the Association to use any of the powers of the Association as set out in the Act, and such powers and duties include:
- a) promoting the Objects of the Association;
 - b) promoting membership in the Association;
 - c) hiring the Executive Director;
 - d) approving the annual budget of the Association;
 - e) approving the borrowing of funds;
 - f) financial stewardship including monitoring an annual audit of the financial statements of the Association;
 - g) establishing governance policies;
 - h) appointing legal counsel as necessary for governance issues; and
 - i) without limiting the general responsibility of the Board, delegating appropriate powers and duties to the Executive Director.
- 6.4 Code of Conduct will be determined by the Board. It will be the Board's responsibility to ensure the Code of Conduct is followed.
- 6.5 Terms of Office - The term of office for each Director is a minimum of two (2) years. The President's role may only be filled by an individual who has been a Director for a minimum of one (1) year. No Executive role shall be held for more than two (2) consecutive two (2) year terms, such that a Member of the Executive who has held the same position for four (4) consecutive years must wait out a two (2) year hiatus before such individual may hold that same position again, assuming they are still a member in good standing.
- 6.6 Board Elections - A Nominating Committee appointed by the Board of Directors will prepare a list of nominated individual Members who are qualified and willing to serve as Directors. This list will be presented for election at the Annual General Meeting. In order to serve on the Board, nominations must be received and processed as per the Terms of Reference of the Nominating Committee. Nominations from the floor may be appointed following the AGM once the candidate has gone through the nominating



committee process. To ensure effective succession for the Board, no more than half (1/2) of the Board Directors shall be up for election in any given year.

- 6.7 Appointment of Directors - Directors may be appointed by the Board, after going through the nomination process, between Annual General meetings to fill a vacancy and in such case will have the full privileges and responsibilities of the Directors of the Association. The normal two (2) year term of a Director appointed in such a manner, will begin at the next regular Annual General Meeting.
- 6.8 Resignation or Removal - The office of a Director, or Officer, shall be automatically vacated in any of the following circumstances:
- a) The Director, or Officer, resigns from office by delivering a written resignation to the President of the Board,
 - b) The Director, or Officer, ceases to be a resident of Bowness, Calgary, Alberta,
 - c) The Director, of Officer, fails to attend three (3) consecutive Board meetings and the Secretary of the Association has advised the Director, or Officer, in writing, unless this failure is excused by the Board,
 - d) The Director, or Officer, dies;
 - e) The Director, or Officer, is in the process of being suspended or expelled as per Article 5.7.
- 6.9 Duties of the President - The President of the Association is a Signing Officer and spokesperson for the Association. The President is an ex-officio non-voting member of all committees of the Association except the Nominating Committee. The President shall, when present, preside at and act as chairperson of all Board, General, Special General, and Annual General Meetings of the Association and have such other powers and duties as may from time to time be assigned to him by the Members of the Association and the Board. Any additional duties are defined within the job description as approved by the Board.
- 6.10 Duties of the Vice-President - The Vice-President of the Association is a Signing Officer of the Association and the Chairperson of the Nominating Committee. The Vice-President shall have all the powers and will perform all the duties of the President in the event of the president's absence, disability, or refusal to act on Board decisions or perform the duties of the President. In addition, the Vice-President shall carry out such other duties as the president or the Board may assign.
- 6.11 Duties of the Secretary - The Secretary of the Association is a Signing Officer of the Association. The Secretary shall:
- a) Take minutes of all meetings of the Association and keep them at its Registered Office,
 - b) File the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
 - c) Ensure that a record of names and addresses of all Members is kept by the Administration, and cause all notices of various meetings to be sent as required under these bylaws;



- d) Ensure that all records of the Association, other than financial records, are properly maintained, including these Bylaws and the Policies and Procedures;
 - e) Carry out such other duties as may be assigned by the Board.
- 6.12 Duties of the Treasurer - The Treasurer of the Association is a Signing Officer for the Association. This individual shall have the qualifications to oversee the fiduciary responsibility of the Board. The Treasurer shall:
- a) Handle all the financial matters of the Association including care, custody, control and maintenance of the finances and financial records of the Association,
 - b) Ensure that an audited financial statement for the preceding fiscal year is prepared by the appointed auditors and presented at the Annual General Meeting,
 - c) Provide a monthly report of revenues, expenditures, investments, amounts due and owing to the Association for more than thirty days after the date that such amounts were due to be paid,
 - d) Advise the Board at any time of the financial position of the Association;
 - e) Chair any finance committee created as a standing committee by the Board; and
 - f) The Treasurer may also hold the position of Secretary during the same term.
 - g) Ensure the security of the seal of the Association, as applicable, authenticate the use of the seal of the Association;
- 6.13 Duties of the Executive Director - The Executive Director is ex-officio, or a non-voting member of the Board and the Executive.
- 6.14 Board Committees - The Committees of the Board shall include but not be limited to:
- a) Audit and Finance - Terms of Reference are established by the Board and are available in organizational governance policy documents;
 - b) Nominating - Terms of Reference are established by the Board and are available in organizational governance policy documents;
 - c) Planning and Development - Terms of Reference are established by the Board and are available in organizational governance policy documents;

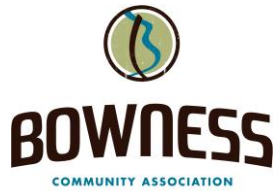
The Board may appoint standing or ad hoc committees to assist the Board in its work and decisions. Committees of the board do not have the power to make decisions that will bind the Association, unless previously established in Terms of Reference given by the Board, but rather such committees shall bring options back to the board for discussion, debate and final decision making.

ARTICLE 7: FINANCIAL AND OTHER MANAGEMENT MATTERS

- 7.1 The Registered Office - The Registered Office of the Association shall be in the City of Calgary and shall be established and determined by resolution of the Board.
- 7.2 Finance and Auditing - The fiscal year of the Association shall be established by the Board and may be changed by resolution of the Board.



- 7.3 Audit of Records - Financial accounts and records of the Association must be audited at least once each fiscal year, and a qualified accountant shall be appointed at each Annual General Meeting to conduct such audit. At each Annual General Meeting of the Association, the accountant/auditor appointed shall submit a complete statement of the financial accounts and records for the previous fiscal year.
- 7.4 Seal of the Association - The Board may adopt a seal as the Seal of the Association. The Treasurer has control and custody of the Seal, unless the Board decides otherwise. 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. The seal will remain at the registered office.
- 7.5 Cheques and Contracts of the Association - The Board shall designate certain Directors as signing authorities for cheques and may designate senior staff as additional signing authorities on other contracts and documents requiring the signature of the Association. Two signatures are required on all cheques. Any cheque payable to a Director or to a person with whom a Director is legally related shall not be signed by that Director. All contracts, promissory notes, cheques and legal documents shall be approved by the Board before being signed by designated signing authorities. Normal operating expenses are deemed to be approved with the approval of the annual budget.
- 7.6 Expenditure Approvals - Any Capital Building projects or expenditures that are not within the approved normal annual operating budget must be approved by the Board.
- 7.7 Disposal of Assets - No asset valued in excess of \$5000 (five thousand dollars) which is owned, leased by or in the possession of the Association shall be sold, or otherwise disposed of except after the matter has been taken to a General Meeting for a decision.
- 7.8 Operating and Capital Budget – The Board shall approve an operating and capital budget at the beginning of the financial year. Acceptance and approval of the annual operating and capital budget shall constitute approval of any expenditure therein. To the extent feasible capital expenditures to be funded by the Association outside of grants should be budget for.
- 7.9 A simple majority of the Board is required for approval of:
- a) Any single expenditure not included in the approved budget that exceeds \$5,000; or
 - b) Any single expenditure, included in the approved budget, that is anticipated to be over-expended by the greater of \$5,000 or 5% of the amount included in the approved budgeted for that expenditure.
- 7.10 Notwithstanding Article 8.9 the Board may proceed with an expenditure for which approval is required under this article insofar as the expenditure is required in an emergency situation to protect the Facility, or in which not acting with due diligence may result in consequential damages considerably in excess of the required expenditure, provided that such expenditure is then ratified as soon as it is feasible under article 8.9.
- 7.11 The Keeping and Inspection of the Books and Records of the Association - The Secretary shall ensure that Minutes of the Board meetings are taken and that a copy of



the Minutes and records are kept and filed in the Minute Book of the Association. The Secretary shall ensure that the original Minute Book is at the Registered Office of the Association. The Board shall ensure that all files and all necessary books and records of the Association, as required by the Bylaws, the Act, or any other statute of law, are kept and filed. All financial records of the Association are open for inspection by the Members. Others records of the Association are also open for inspection by Members excluding, at the discretion on the Board, those records containing personnel details. A Member wishing to inspect the Association's Minute Book, financial records, or other records not deemed confidential by the Board, must give reasonable notice to either the President or Executive Director of the intention to do so. Unless otherwise permitted by the Board, such inspection shall take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

- 7.12 Borrowing Powers - The Association may borrow or raise funds to meet its objects and operations, and the Board shall determine requirements and methods of payment of any such indebtedness, unless otherwise precluded by contractual agreements.
- 7.13 Payment for Services - No Member, Director, or Officer of the Association shall receive any payment for his services as a Member, Director, or Officer. Reasonable expenses incurred by the Administration or the Board while carrying out duties of the Association may be reimbursed upon Board approval.
- 7.14 Protection and Indemnity of Directors and Officers - Each Director and Officer holds office with protection from the Association. The Association shall indemnify each Director or Officer against all costs or charges that result from any act done in his/her capacity in the performance of his/her duties for the Association in good faith, except for costs or charges resulting from acts of fraud, dishonesty or wilful negligence. No Director or Officer will be liable for the acts of any other Director, Officer or employee. No Director or Officer will be individually responsible for any loss or damage due to the bankruptcy, insolvency, or the wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer will be liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Association, unless the act on the part of that Director or Officer is fraudulent, dishonest or done in bad faith. Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor, and will not be held liable for any loss or damage as a result of acting on such statement or report.

ARTICLE 8: AMENDING THE BYLAWS

- 8.1 These bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.
- 8.2 The twenty-one (21) day notice of the Annual or Special General Meeting of the Association must include details of the proposed resolution to change the bylaws.



- 8.3 The amended bylaws take effect after the approval of the Special Resolution at the Annual or Special General Meeting and acceptance by the Registrar under the Alberta Society's Act.

ARTICLE 9: DISSOLVING THE ASSOCIATION AND DISTRIBUTING THE ASSETS

- 9.1 The Association, as a non-profit organization, does not pay any dividends or distribute its property among its Members.
- 9.2 If the Association is dissolved, any funds or assets remaining after payment of all debts and obligations shall be paid to a registered and incorporated charitable organization within the Community. Members shall select this organization by Special Resolution. In no event shall any Members receive any funds or assets of the Association upon dissolution.



OBJECTS

APPENDIX A: BOWNESS COMMUNITY ASSOCIATION OBJECTS OF THE SOCIETY

The object of the Society is:

To operate and maintain a multi-purpose facility to provide recreational, educational, social, and cultural programs to residents of the community of Bowness and surrounding areas.