

Rosscarrock Community Association

Association Bylaws -2017

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## Bylaws for the Rosscarrock Community Association

### ARTICLE 1 – BOUNDARIES AND GLOSSARY

* 1. The name of the society is the Rosscarrock Community Association hereinafter referred to as “the Association”. The Association is incorporated under the Societies Act.

1.02 The boundaries of the Rosscarrock Community Association are:

* + 1. On the North – Bow Trail
    2. On the South – 17 Ave. S.W.
    3. On the East – 33rd Street S.W.
    4. On the West – 45th Street S.W.

1.03 This document sets forth the Bylaws for the Association, and shall regulate the business and affairs of the Association.

1.04 **DEFINITIONS**

In these Bylaws, the following words have these meanings:

* + 1. **Annual Meeting** or **AM** means the Annual Meeting as described in Section **8.4** of these Bylaws.
    2. **Association** or **RCA** means the Rosscarrock Community Association.
    3. **Board** means the Board of Directors of the Rosscarrock Community Association, as described in Section **4.1**.
    4. **Board Meeting** means a meeting of the Directors at which matters of the Board are discussed and decided. This may be a regularly scheduled meeting or a portion thereof.
    5. **Bylaws** means the Bylaws of the Rosscarrock Community Association as amended.
    6. **Director** means any person elected or appointed to the Board.
    7. **Community Meeting** means a regularly scheduled meeting open to Directors and all members in good standing, at which matters of the Board may be decided.
    8. **Member** means a member in good standing of the Association.
    9. **Notice** means
       1. notice in writing communicated to *a Member* at the last address recorded in the Register of members and delivered by hand, post or email
       2. notice to *all members*, for example notices of Community Meetings and Special Resolutions, shall be deemed delivered if printed in the Newsletter of the Association, official social media or signage posted at the Association Hall.
    10. **Officers** means members of the Executive and the Past President as defined in Section **5.1**.
    11. **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
    12. **Act or Societies Act** means the Societies Act R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
    13. **Special Resolution** means a resolution with special meaning in the Societies Act, passed at a Special or Annual meeting of the Membership of the association in accordance with Section **9.1**.
    14. **Voting Member** means a resident member entitled to vote at the meetings of the association as defined in Section **3.1**.
    15. **The Executive Committee or Executive** is defined in Section **5.2**.

***ARTICLE 2 – FEES***

2.01The membership fees shall be determined by the Board of Directors as required.

2.02If not renewed, membership ceases to be valid on the one year anniversary of initial purchase or renewal

* + 1. a member may cancel the membership at any time with written notice to the Association office. All membership fees are non-refundable.

### ARTICLE 3 – MEMBERSHIP

3.01Membership categories shall consist of the following:

1. **Household:** Including two (2) persons who are over the age of eighteen (18) and other household members under the age of eighteen (18) years. This membership allows two (2) persons who are over 18 the privilege of voting on association matters at meetings of the association.

**Individual:** All individuals eighteen (18) years and over.

**Honorary:** Persons who have provided the Association with extraordinary service and are recognized and awarded by the Board.

**Associate:** All individuals using the hall facilities for any activity. Associate members are *not* eligible to vote on Association matters.

**Senior:** All individuals sixty five (65) years and older.

1. With the exception of Associate memberships, all other categories must reside within the physical boundaries as described in Article 1.
   1. Any person supporting the objectives, upholding the By-laws and paying the annual membership fee(s) shall be considered a Member in good standing.
   2. Only members in good standing and over the age of eighteen (18) years shall have a vote at all meetings of the association.
   3. Only members are eligible to serve on the Executive Committee and the Board of Directors
      1. Residents of Rosscarrock shall hold the majority of positions on the Executive Committee and on the Board of Directors.
   4. Memberships shall be available for purchase at Association meetings and at the office of the Association during published business hours.
   5. The acceptance of membership by the Board shall be without regard to race, religious beliefs, colour, gender, physical or intellectual ability, marital status, age, ancestry, place of origin, family status, source of income, or sexual orientation.
   6. 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:
      1. for actions injurious to the character, interests or good order of the Association and contradictory to the Bylaws of the Association
      2. for committing a criminal offence against the association.

3.08 The suspension or expulsion would take effect after a majority vote of the Board at a Board Meeting.

3.09 The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member under clause **3.07**:

1. the Board shall serve written notice to that Member of the Board’s intention to consider the potential suspension or expulsion of that Member at least fourteen (14) days prior to the meeting of the Board at which that matter is to be determined;
2. that notice shall include the reasons why the Board is considering the potential suspension or expulsion of that Member from the Association; and
3. that notice shall either be sent by mail to the last known address of that Member shown in the records of the Association or delivered by two Officers to that address.
   1. A Member being considered for suspension or expulsion from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by another person if the Member attends that meeting of the Board.
   2. Except to the extent otherwise provided in the preceding portion of the clause **3.09**, the Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board may exclude the Member from its final discussion of the matter, including the vote on the matter,
4. There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member.
5. If the category of membership is “Household”, the suspension or expulsion would apply only to the individual identified in the notice.
   1. Any Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at any Annual or Special Meeting, if that reinstatement:
6. is included on the agenda for that General Meeting; and
7. has been approved by a majority of two-thirds of those votes cast by Voting Members who are present at that meeting.

3.13Once expelled the Member:

a) shall not have any voting rights in the Association,

b) shall not have access to records of the Association.

### ARTICLE 4 – DIRECTORS



4.01 The business and affairs of the Association shall be managed by the Board of Directors.

The Board of Directors shall consist of a minimum of four (4) and no more than fifteen (15)

Directors who shall be elected to the following positions:

President Vice-President

Secretary Treasurer

Directors eleven (11) – will be given titles according to the needs of the Association

a) directors serve in a staggered term:

* + - 1. Seven (7) directors shall be voted on in the calendar year ending with an odd number.
      2. Eight (8) directors shall be voted on in the calendar year ending with an even number.
      3. Directors are elected for a two year term
  1. Each Director in exercising his or her powers and duties shall:

1. act honestly and in good faith with a view to the interests of the Association; and
2. exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.
   1. A Director ceases to be a Director when he or she:
      1. is no longer a member of the Association
      2. resigns from office;

4.03.b.1 by submitting a letter of resignation to the Secretary

* + 1. is expelled from office;

4.03.c.1 By forfeit due to a lack participation

403.c.2 **4.03.c.1** is subject to a majority vote of the Board at a Board Meeting; or,

* + 1. completes a two (2) year term without indicating to the Board his/her desire to extend their community service as a Director.
  1. The Board of Directors shall hold Board Meetings as often as the business of the Association shall require;

1. to formulate a quorum, one third (1/3) of the Directors shall be present. No business shall be transacted unless a quorum is present,
2. questions arising at any meeting of the Directors shall be decided by a majority of votes cast by the Directors. In the case of an equality of votes, the Chairperson shall vote to break the tie and,
3. a special meeting of the Board may be called on the instructions of any three (3) members of the Board upon written request to the President stating the business to be brought before the meeting.
   1. The Board may by a majority vote, nominate an eligible member of the Association in good standing to fill a vacancy created as a result of either clause **4.03** or **4.04**.
   2. Expenditures outside of regular operating expenditures shall be structured as follows:
4. For amounts of five hundred ($500.00) dollars or less, the approval of the committee chair is required.
5. Amounts ranging from five hundred ($500.00) dollars to One thousand ($1,000.00) requires the chair approval along with one (1) tender.
6. Expenditures ranging ($1000.00) dollars to five ($5,000.00) require prior approval of the Board based on a minimum of two (2) tenders.
7. Any amount over five (5,000.00) thousand dollars require approval of the board and a minimum of three (3) tenders.
8. In an emergency, the approval of the Executive Committee shall be obtained, where possible. If the emergency pertains to safety and health and the Board or Executive cannot be reached, discretion of the officers involved is to be used. If no emergency exists, and it is a capital or asset expenditure, three (3) tenders must be obtained for the Board or Executive approval.
9. Programs and events costing an expenditure of more than five (500.00) hundred dollars, require Board pre-approval of a submitted budget.
   1. The Directors shall receive no remuneration for acting in their position.
   2. The Directors may need to authorize the employment of such persons they deem necessary to carry on the day to day business of the Association. Approval of any position for employment shall be by a majority vote of the Board at a Board meeting. Thereafter, the position shall be advertised and the Board shall appoint the person to the position without regard to race, religious beliefs, colour, gender, physical or intellectual ability, marital status, age, ancestry, place of origin, family status, source of income, or sexual orientation.
   3. A conflict of interest occurs when a Director or entity with a close relationship to the Director may benefit financially as a result of a decision or a pending decision.
   4. A Director shall disclose fully the nature and extent of any potential or present conflict of interest to the Board.
   5. A Director who has a potential conflict of interest or, especially, an interest in a tender or contract to be submitted to the Association, shall immediately recuse him/herself from any voting position or discussion of the matter in question.
   6. No Director in his or her individual capacity is liable for a debt or liability of the Association if
10. he or she acted honestly and in good faith with a view to the best interest of the Association

b) in the case of a criminal or administrative action or proceeding that is enforced by the monetary penalty, he or she had reasonable grounds for believing his or her conduct was lawful.

***ARTICLE 5 – OFFICERS OF THE ASSOCIATION***

5.01 The Officers of the Association shall consist of the:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Past-President

5.02 As with all directors, there is no remuneration for their position of office.

5.03 All officers are elected to their position at the Annual Meeting, and serve as further outlined in these Bylaws.

5.04 There shall be an Executive Committee comprising all Officers of the Association. The actions of the Executive Committee, as to the extent required by the Board, shall be submitted to the Board for ratification at the next Board meeting.

5.05 Meetings of the Executive Committee may be held at any time as determined by the members of the Executive Committee,

1. where possible, twenty-four (24) hours’ notice shall be required to call a meeting;
2. to formulate a quorum, a simple majority of members, and which may include the Past-President, shall be present and,
3. questions arising at any meeting of the Executive shall be decided by a majority of votes cast by the Officers. In the case of an equality of votes, the Past President shall vote to break the tie.

5.06 Two (2) members of the same family may serve on the Executive Committee but only one may have signing authority.

5.07 All Officers shall serve for one (1) year, but no longer than three (3) consecutive years in the same office, unless a position remains vacant at the Annual Meeting. Then, with a majority vote of the membership present, the person holding that office may remain in that position for another term.

a) In order for a Director to be elected as President, they must complete a minimum of one (1) year of service on the Board.

b) In the event that no current director wishes to stand for election as President, the nomination may then be open to the general membership.

5.08 An Officer may resign by submitting his or her resignation to the Secretary. Upon the resignation the Board will determine:

a) if a replacement is appointed or elected to complete the term,

1. the Treasurer has the books of the Association audited before turning them over to the new Treasurer.

5.09 An Officer ceases to be an Officer when he or she:

* + 1. is no longer a member of the Association
    2. resigns from office;

5.09.b.1 by submitting a letter of resignation to the Secretary

* + 1. is expelled from office;

5.09.c.1 By forfeit due to a failure to fulfil his or her duties of office

5.09.c.2 **5.09.c.1** is subject to a majority vote of the Board at a Board Meeting; or,

* + 1. completes a one (1) term without seeking a successive term; or completing three (3) years in the same office.

5.10 In case of absence, inability or refusal to act of any Officer for any reason, the Board may delegate all or any of the powers of such Officer to any other Director.

***ARTICLE 6 – DUTIES OF THE OFFICERS***

6.01 **President**

1. The President shall call and preside over all meetings of the Association
2. The President shall have prepared agendas for all meetings
3. The President shall be one of the signing authorities of the Association

1. The President shall be the primary spokesperson for the Association and shall maintain overall continuity within the Association
2. The President shall serve as ex-officio on all committees except for the Nominating Committee. He/she shall have no voting privileges as a member; however, he or she may vote to break a tie on the Executive Committee, Community, Annual or Special Meetings.

6.02 **Vice-President**

1. The Vice-President shall act as President in the absence of the President.
2. The Vice-President shall be one of the signing authorities of the Association.
3. The Vice-President shall oversee the financial business of the Association and, where necessary, assist the Treasurer in compiling the records of the Association on a monthly basis.

6.03 **Past-President**

The Past-President shall provide guidance and assist the President in maintaining the continuity within the Association. He/She shall sit on the Executive Committee but shall have no voting privileges as an Executive Committee Member with the exception of breaking a tie vote of the Executive.

6.04 **Secretary**

1. The Secretary shall attend all meetings and record and maintain accurate minutes of these meetings. The minutes must be typed and distributed prior to the start of the next meeting.
2. The Secretary shall receive and keep an accurate and up-to-date list of the members and their addresses. He or she shall send notification of various meetings to the members, as required.
3. The Secretary shall keep a current file of all minutes, records, contracts, copies of financial statements and correspondence of the Association, on the premises of the Association.
4. The Secretary will file the Annual Return as required by the Province of Alberta.
5. The Secretary shall be one of the signing authorities of the Association.

6.05 **Treasurer**

1. The Treasurer shall maintain the financial records of the Association.
2. The Treasurer shall be responsible for the funds of the Association and shall have a position of signing authority on all accounts.
3. The Treasurer shall present, to the Board of Directors, a detailed account of the receipts and disbursements of the Association, when requested.
4. The Past Treasurer shall submit, not more than thirty (30) days after the fiscal year end, the financial records for his/her term year-end to a duly qualified accountant elected for that purpose at the Annual Meeting.
5. The Treasurer shall prepare a financial statement for all Community and Annual Meetings and these shall be submitted to the Secretary to be attached in the minutes of such meetings.
6. The Treasurer shall be responsible for filing the Annual Return with the Canada Revenue Agency.
7. The Treasurer shall ensure that the Insurance Policies are duly paid.
8. The Treasurer shall ensure that all Alberta Gaming Liquor Commission Reports are filed on time.

***ARTICLE 7 – BOOKS OF THE ASSOCIATION***

7.01 The financial year of the Association shall commence on the first day of April and end on the thirty-first day of March.

7.02 The books, accounts and records of the Association shall be reviewed by the Treasurer and a financial statement prepared every month for review by the Board of Directors. An audit of the books and records shall be performed by a duly qualified accountant every year.

7.03 The yearend financial statements of the Association must be presented at the Annual Meeting. If the statements presented are un-audited, the final audited statements must be approved by the Board at the next Community Meeting.

7.04 All funds shall remain in the general account unless:

1. the funds are those obtained from functions licensed by the Alberta Gaming Liquor Commission and at which time accounts will be established in accordance with these rules
2. the Board of Directors have approved separate accounts for those committees of operations of the Association as is deemed necessary.

7.05 All cheques shall be signed by any two of the following signing authorities:

President

Vice- President

Treasurer

Secretary

No signing officer shall sign any cheque payable to themselves.

7.06 The books and records of the Association may be inspected by any member at the Annual Meeting or at the office of the Association upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director shall have access, at all times, to such books.

7.07 Any person who is not a Member of the Association shall not have any rights to inspect any documents, records or books of the Association unless granted by law or authorized by a majority of Directors.

7.08At the end of each fiscal year of the Association, all financial records pertaining to that year shall be properly stored on the premises of the Association and kept for a period of six (6) years.

7.09 The minute book of the Association shall contain the following information:

1. Minutes of the Meetings
2. Certificate of Incorporation
3. A copy of the Objects and By-laws of the Association and any resolutions altering the Objects and Bylaws
4. Copies of the originals of all documents, registers and resolutions as required by law
5. Copies of all other documents and contracts directed to be inserted into the Minute Book by the Board of Directors.

7.10 All meeting minutes must be filed or archived and cannot be destroyed or removed from the premises of the Association, in perpetuity.

***ARTICLE 8 – ASSOCIATION MEETINGS***

8.01 **Meetings**

1. The Association shall hold Community, Special and Annual Meetings in the Association Hall.
2. A voting member in good standing shall have the right to hold one (1) vote, and a majority of the voting members present shall decide all questions except as stated otherwise in the Bylaws. Votes shall be determined by a show of hands; with the exception of the election of directors and officers as further dealt with in this article. There is no provision for proxy voting.
3. Notice of all Community and Special Meetings shall be properly given by posting a notice in the Association Hall.
4. Notice of Annual Meeting shall be properly given by posting it in the Association Hall. Notice of such meeting may also be advertised by sign, mail out, or social media.

8.02  **Community Meetings**

a) The Association shall hold a minimum of nine (9) Community Meetings in the course of the Fiscal Year. Community Meetings are open to all members and invited guests. Board Meetings may be held in conjunction with a Community Meeting.

b) If Association business is to be discussed and decided at a Community Meeting, there shall be at least one-third (1/3) of the current Board of Directors present to formulate a quorum.

* 1. **Special Meetings**

1. Special meetings may be called:

8.03.a.1 by the President

8.03.a.2 by a majority of the Board of Directors

8.03.a.3 by a fifteen percent (15%) majority of the membership

1. Notice of a Special Meeting must be posted twenty-one (21) days prior to the date of the meeting with all the business to be considered at such a meeting stated in the notice thereof;

8.03.b.1 a quorum for a Special Meeting shall be one-third (1/3) of the current Board of Directors and three (3) members from the general membership.

* 1. **Annual Meeting**

1. The Annual Meeting of the Association shall be held before June 30,after each year end of the Association.
2. Proper notice shall be given to all members in good standing twenty-one (21)   
   days prior to holding an Annual Meeting.
3. A quorum for the Annual Meeting shall be one-third (1/3) of the current Board of Directors and three (3) members from the association membership,
4. The business of the Annual Meeting shall include:

8.04.d.1 the President's report of the year’s activities;

8.04.d.2 the Treasurer's report;

8.04.d.3 reports from the various Directors;

8.04.d.4 any other business of the Association except that no vote shall be taken upon any matter for which a special resolution is required unless proper notice has been given;

8.04.d.5 the election of Directors, in rotation, as described in clause 4.01 for the ensuing year.

8.04.d.6 the election of officers as further outlined in this section.

8.04.d.7 the appointment of qualified auditor(s) for the ensuing year.

1. Three (3) months prior to the Annual Meeting, the Board shall appoint a Nominating Committee consisting of three (3) members of the Board and two community members (2) at large. The committee shall prepare a slate of nominations of potential candidates for Executive positions on the Board to be presented to the Board no later than the closest Community Meeting prior to presentation at the Annual Meeting.

8.04.e.1 The executive will be voted upon by the membership at the Annual Meeting.

1. Nominations may be made from the floor for any position currently vacated.
2. Each voting member is allowed one nomination per position.
3. For either the position of Director or Officer, if there is only one nominee, he or she may be appointed by acclamation. Otherwise, a simple majority vote by secret ballot will be required by those present
4. A person who is elected or appointed a Director shall give consent in writing to act as a Director before the election or within ten (10) days after election.
5. The order of business of the Annual Meeting shall be at the discretion of the Chairperson except that all business pertaining to the past fiscal year of the Association shall be presented before the election of Directors and Officers or appointment of the Auditors.

***ARTICLE 9 – BYLAWS***

9.1 The Bylaws of the Association may be amended by a Special Resolution, to be passed by a majority of not fewer than three quarters (3/4)of the members present at any general meeting of the Association, provided that due notice of twenty-one (21) days has been given and the Special Resolution has been presented in the Notice to the Members.

9.2 It shall be the duty of the Secretary to send such amendments to the Corporate Registry of Alberta to be legally registered and for such amendments to be acted upon.

9.3 The Bylaws shall be reviewed by a Committee at least every five (5) years and recommendations should be made to the Board.

9.4 Robert’s Rules of Order shall have final jurisdiction in the governing procedures at all meetings as long as they are not inconsistent with the Societies Act or these Bylaws.

***ARTICLE 10-DISSOLUTION***

10.1 The Association may not pay any dividends or distribute its property amongst its members.

10.2 The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.

10.3 At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

10.4 If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall become the property of the City of Calgary.

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