

Forest Lawn Community Association
4020 – 26th Avenue S.E. Calgary, Alberta
PROPOSED NEW BYLAWS

ARTICLE 1 – PREAMBLE

- 1.1 The society known as the Forest Lawn Community Association, hereinafter referred to as the Association, is incorporated under the Societies Act of the Province of Alberta.
- 1.2 The boundaries of the Association in Calgary are as follows:
8th Avenue S.E. on the North
26th Avenue S.E. on the South
36th Street S.E. on the West
52nd Street S.E. on the East (both sides)
- 1.3 This document shall be the general Bylaws for the Association and shall regulate the business and affairs of the Association.
- 1.4 **Definitions** – In these Bylaws, the following words have these meanings:
- 1.4.1 **Adult** means any person over the age of 18.
- 1.4.2 **Associate member** means a member who lives outside the boundaries of the Association.
- 1.4.3 **Board** means the Board of Directors of this Association.
- 1.4.4 **Bylaws** mean the Bylaws of this Association as amended.
- 1.4.5 **Director** means a person appointed to the Board to chair a Standing Committee or assist with the work of the Board.
- 1.4.6 **Eligible vote** is a vote cast by an Ordinary member who is at least 18 years of age.
- 1.4.7 **Executive** means the Executive Committee of the Board.
- 1.4.8 A **Family** means up to two registered adults and any number of children under the age of 18 living in the same residence.
- 1.4.9 **General Membership Meeting** means any Annual General Meeting or Special General Meeting.
- 1.4.10 **Member** means a person whose annual membership dues and other fees are paid, and whose membership has not been terminated, and lives within the boundaries of the Association.
- 1.4.11 **Officer** means a person elected to the Executive Committee of the Board.
- 1.4.12 **Special Resolution** means a resolution passed
- a) at a Special or Annual General Meeting, of which at least 21 days' notice specifying the intention to propose the resolution has been duly given; and
- b) by a majority of at least 75% of the eligible votes cast.
- 1.5 **Interpretation** – In all Bylaws of the Association, the singular shall include the plural, the plural shall include the singular, and the masculine shall include the feminine. Any reference made to any bylaw or section of a bylaw shall extend and apply to any amendment made to such bylaw or section as the case may be.

ARTICLE 2 – OBJECTS

The Objects of the Association are:

The Forest Lawn Community Association will act as an advocate and represent the residents of Forest Lawn on issues that affect the quality of life in the Forest Lawn Community. The Association will enrich the experience of living in our community by providing and maintaining a community meeting place and providing programs and social events that provide benefits and enjoyment to the residents of Forest Lawn Community.

ARTICLE 3 – MEMBERSHIP

- 3.1 Membership in the Association is open to all persons who support, in general, the Objects of the Association.
- 3.2 The Membership Year is May to April.
- 3.3 There are three categories of members: Full members, Associate members and Lifetime members.
- 3.3.1 **Full Membership** is available to any Adult or Family who:
- Resides within the established boundaries of the Association; and
 - Pays the annual membership fee.
- 3.3.2 **Associate Membership** is available to any Adult or Family who:
- Resides in Alberta but outside the established boundaries of the Association; and
 - Pays the annual membership fee.
- 3.3.3 **Lifetime Membership** is an honor bestowed upon a Full member who has been an active and contributing member for more than 10 years.
- Is not required to pay the annual membership fee.
 - Any members so honored from this day forward may attend and vote at the general meetings of the Community Association.
- 3.4.1 The Board decides the Membership fees for each category of Members.
- 3.4.2 **Rights and Duties of Members**
- All members of the Association are entitled to:
- Participate in programs of the Association, where eligibility and space allow; and
 - Attend General Membership Meetings of the Association;
- 3.5.1 Full Members over the age of 18 are entitled to:
- Receive notices of General Membership Meetings of the Association;
 - Audit the books and records of the Association as outlined in Article 11.4;
 - Stand for nomination as an Officer, or appointment as Director, of the Association; and
 - Vote at any duly constituted General Membership Meeting, provided the membership fee has been paid and registered with the Membership Director a minimum of thirty (30) days prior to the meeting at which the vote takes place.
- 3.5.2 All members of the Association have a duty to:
- Abide by the Bylaws of the Association and
 - Support the Objects of the Association.
- 3.6 **Termination of Membership**
- 3.6.1 A member may resign from the Association by giving written notice to the Board of Directors. The termination of membership is effective as of the date such notice is received.

ARTICLE 4 – GOVERNMENT OF THE ASSOCIATION

- 4.1 The Board of Directors shall consist of the elected Officers and a minimum of four (4), maximum of eighteen (18) appointed Directors.
- 4.2 The Officers shall be the President, Vice President, Secretary, Treasurer, and the Past President.
- 4.3 Collectively, the Officers shall constitute the Executive Committee. The President automatically chairs the Executive Committee which is responsible for the administrative and management duties of the Association.
- 4.4 Officers are elected for a term of two years, unless a by-election is held to fill a vacancy, in which case the person elected fills out the balance of the term.
- 4.5 Directors are appointed by the Board as needed to carry out the activities of the Association.
- 4.6 Directors are subject to approval by the membership each election year at the Annual General Meeting.
- 4.7 If any member of the Board of Directors resigns, dies, or is removed from office, the Board shall declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.

ARTICLE 5 – DUTIES OF THE BOARD, DIRECTOR, OFFICES AND COMMITTEES

5.1 Board of Directors

5.1.1 The Board shall have and exercise all the powers of the Association as fully and completely as the Association could in general meeting, subject always, however, to the provisions of the Societies Act, City of Calgary Landholder Agreement, and of these Bylaws and, without restricting the generality of the foregoing, the Board shall:

- a) Make rules and regulations from time to time for the operation of the Association;
- b) Undertake whatever means they deem advisable to further the financial position of the Association, and make whatever expenditures are necessary to carry out its activities;
- c) Authorize the appointment of Agents and the employment of persons as they deem necessary to carry out the Objects of the Association. Such Agents and employees shall perform the duties as may be assigned by the Board;
- d) Ensure that all necessary books and records of the Association, as required by these Bylaws or by any applicable statute or law, are regularly and properly kept;
- e) Manage, sell, lease, dispose of or otherwise deal with the property of the Association, (subject to the provisions of Article 13.1);
- f) Approve an annual budget for the Association;
- g) Finance the operations of the Association and raise monies;
- h) Approve all contracts for the Association;
- i) Appoint legal counsel as necessary;
- j) Make policies, rules and regulations for operating the Association and using its facilities and assets;
- k) Form and dissolve committees, assign or appoint committee chairmen, and approve committee members;
- l) Without limiting the general responsibility of the Board, delegates its powers and duties to the Executive Committee.

5.1.2 The Board must have the approval of the members of the Association to carry out the following actions, which can occur only by Special Resolution as described in the Societies Act:

- a) Amending the bylaws;
- b) Changing the objects;
- c) Issuing debentures;
- d) Surrendering of the Certificate of Incorporation; and
- e) Winding up the Association.

5.2 Executive Committee

5.2.1 The Executive Committee is responsible for the day-to-day administration of the affairs of the Association in accord with the requirements of these Bylaws and, without restricting the generality of the foregoing, shall:

- a) Hire, supervise, evaluate and release such management staff as may be deemed needed by the Board;
- b) Prepare the annual budget for the following year;
- c) Appraise the Board of actions taken between Board meetings;
- d) Recommend policy and procedure to the Board;
- e) Assemble the information required to effect an informed decision by the Board on matters pertaining to the operations of the Association.

5.3 President

The President of the Association is its Chief Executive Officer and the primary spokesman who interprets its principles, policies and goals. This person also interprets and enforces all decisions of the Board of Directors to all related individuals or groups. The President's specific duties include the following:

- 5.3.1 Preside at all membership meetings, Board meetings, Executive Committee Meetings, as well as any other Association group that may request the President to preside.
 - 5.3.2 Be an ex-officio member on every Association Committee.
 - 5.3.3 Be the primary signing authority for all contracts, leases, agreements, financial transactions and letter of permission made out in the name of the Association.
 - 5.3.4 Be responsible for the orientation, education and assignment of all Board members to their various responsibilities on the Board.
 - 5.3.5 Be the accredited representative who carries the Association's vote to the Federation of Calgary Communities.
 - 5.3.6 Ensure that the Association always functions legally within the provisions of the Bylaws and that the Board and its Committees always act to meet the greater needs of the members of the Association.
- 5.4 **Vice President**
The duties of the Vice President of the Association include the following:
- 5.4.1 Assist the President in the discharge of his duties.
 - 5.4.2 Assume the role of chairperson in the absence of the President.
 - 5.4.3 Replace the President at outside functions as available and upon request.
 - 5.4.4 Be a designated signing authority on all bank accounts of the Association.
 - 5.4.5 Chair a standing committee, or represent ad hoc committees at Executive meetings, as appointed by the Board.
 - 5.4.6 Carry out other duties as requested by the Executive or Board of Directors.
- 5.5 **Secretary**
The Secretary of the Association shall:
- 5.5.1 Record all the minutes from Membership meetings, Board meetings and Executive Committee meetings.
 - 5.5.2 Maintain approved and accurate records of the Association's decisions, actions, procedures, etc.
 - 5.5.3 Keep Board and Association members informed of all important events, decisions made, and action taken in the name of the Association.
 - 5.5.4 Fulfill all responsibilities for due notice as required by the bylaws for general memberships meetings.
 - 5.5.5 Be a co-signing authority along with the President to all of the Association's major transactions, extraordinary matters or agreements.
 - 5.5.6 Be a designated signing authority on all bank accounts of the Association.
 - 5.5.7 Have care and control of the seal of the association which shall be authenticated by both the signatures of the President and Secretary whenever the seal is used.
- 5.6 **Treasurer**
The Treasurer of the Association shall:
- 5.6.1 Make sure that all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board.
 - 5.6.2 Prepare all cheques for payment of expenditures, and be the primary signing authority on all bank accounts of the Association.
 - 5.6.3 Present a detailed account of revenues and expenditures to the Board as requested.
 - 5.6.4 Chair the Finance Committee when deemed a Standing Committee by the Board.
 - 5.6.5 Make sure that audited financial statements are prepared by the appointed auditors and presented at the Annual General Meeting.
 - 5.6.6 Request annually from each Committee chairman a prolonged budget for the coming year, which shall then be amalgamated into one Association budget for approval by the Board and recommendation to the membership.
 - 5.6.7 Carry out other duties as assigned by the Board.
- 5.7 **Past President**
The role of the Past President is to provide continuity to the Board of Directors. The

experience of the immediate past president is of great value, and his role is of consultant advisor or policy interpretation. The past president shall have a vote at Executive and Board meetings.

5.8 Director

A Director of the Association is responsible for establishing, assisting, and/or maintaining one or more programs or committees sponsored by the Community Association as they are appointed by the Board, or as they volunteer. Some duties of a director are as follows:

- 5.8.1 To recruit interested persons to serve on the committee or program.
- 5.8.2 To call meetings as needed.
- 5.8.3 To provide leadership and encourage as much participation as possible.
- 5.8.4 To report regularly to the Board.
- 5.8.5 To report annually to the membership at the Annual General Meeting.
- 5.8.6 To prepare the annual budget requirements for the Committee, and to be responsible for the accounting and reporting of the Committee's revenues and expenditures.

5.9 Committees

- 5.9.1 The Board may create Standing Committees to deal with the ongoing matters of the organizations. These may change to meet the current needs of the Association, and may include: Land Use and Development Committee, Hall Committee, Social Committee, Newsletter Committee, Membership Committee, Ice Rink Maintenance Committee, Block Watch and Block Parent.
- 5.9.2 The Board may create ad hoc committees to work on a particular task or issue outside the standing committees.
- 5.9.3 Committees report to the Board through the submission of regular reports which must give account of each Committee's decisions and actions relating to past and current activities as well as for future plans.
- 5.9.4 Committees shall seek policy guidelines (in the form of a recommendation) from the Board in all matters that require decisions which exceed their authority.

ARTICLE 6 – REMOVAL OF DIRECTORS AND OFFICERS

6.1 Resignation

- 6.1.1 A Director or Officer may resign from office by giving one (1) month's notice in writing. The letter shall be sent to the President of the Association. The resignation takes effect at the end of the month's notice or on the date the Board accepts the resignation.

6.2 Death

- 6.2.1 The directorship of a Director or Officer is ended upon death.

6.3 Removal

- 6.3.1 The Board may, upon receiving a substantiated complaint in writing, recommend removal of a Director or Officer for any of the following reasons:
 - a) Absence from more than three (3) consecutive meetings of the Board, unless the cause is executed by the remaining Board members.
 - b) Failure to abide by the Bylaws or to act in concert with the objects of the Association or the goals and resolutions of the Board.
 - c) Conduct that is determined to be improper, unbecoming or likely to cause harm to the Association.
 - d) Misuse of Association funds.
- 6.3.2 A Director or Officer whose removal has been recommended shall be automatically suspended until the matter is dealt with at a special Board meeting called for this purpose. The Director or Officer must be given at least seven (7) days' notice of the meeting, and must be notified in writing of the charge or complaint against him.
- 6.3.3 The Director or Officer must be given the opportunity to be heard or to submit a statement in writing at the Board meeting dealing with his removal.
- 6.3.4 Removal of a Director or Officer requires a two-thirds (2/3) majority vote of the Board of Directors. The decision of the Board is final.

6.4 **Vacancies**

- 6.4.1 A notice shall be sent to all Members of the Association informing them of the resignation, death, or removal of a Director or Officer and, if applicable the name of the member who will fill the vacancy for the remainder of the term.

ARTICLE 7 – MEETINGS

7.1 **Annual General Meetings**

- 7.1.1 The Annual General Meeting shall be held on or before the last day of May each year. The Board sets the place, day and time of the meeting.
- 7.1.2 The business of the Annual General Meetings the member shall include:
- a) Adopting the minutes of last Annual General Meeting.
 - b) President's Report of the year's activities.
 - c) Presentation of written and/or verbal reports submitted by the Association's Officers, Committee Chairpersons and Directors, informing the members of their activities over the past year.
 - d) Treasurer's Report and presentation of audited financial statements, of which sufficient copies are to be available for examination and viewing by the members present.
 - e) The election of officers to the Executive Committee.
 - f) The approval of persons appointed to the Board of Directors.
 - g) Any other business of the Association; except that no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given.
- 7.1.3 The order of business shall be at the discretion of the chairman provided that in general, the business and reports relating to the preceding fiscal year take place before the Election of Officers.

7.2 **Special General Meeting**

- 7.2.1 A Special General Meeting may be called at any time:
- a) By a resolution of the Board of Directors; or
 - b) On the written request of at least five (5) members of the Board of Directors, stating the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.
 - c) On the written request of at least one-third (1/3) of the registered Full Members, stating the reason and motion intended to be submitted at such Special General Meeting.

7.3 **Board Meetings**

- 7.3.1 Board meetings are held in order that the Board may deal with all business arising from Executive and Program Committee activities and exercise whatever authority is required to maintain their operations.
- 7.3.2 Board Meetings shall be called no less than once every three (3) months.
- 7.3.3 The President calls the meetings, and may call additional meetings of the Board at any time as deemed necessary.
- 7.3.4 The President shall call a Board meeting if any three (3) members of the Board make a request in writing and state the business for the meeting.

7.4 **Executive Meetings**

- 7.4.1 Executive meetings are held to expedite the administrative, managerial and clerical business that arises from Board, membership or other committee meetings.
- 7.4.2 Executive Meetings shall be called no less than once every three (3) months.
- 7.4.3 Additional meetings of the Officers may be called at the discretion of the President or any member of the Executive.

7.5 **Committee Meetings**

- 7.5.1 Committee meetings are held in order to:
- a) Facilitate the maintenance of established Association programs.
 - b) Implement new programs as directed by the members.
 - c) Assess the program needs of the Association's members.
 - d) Establish the required budget requirements for their respective program operations based on the needs of the members.
 - e) Enable the Association's members to actively participate in community programs.
- 7.5.2 Meetings for members of all duty appointed committees shall be called by their respective Chairman no less than once every three (3) months, or at the discretion of the Chairman of the committee, or the request of the Board.

ARTICLE 8 – DUE NOTICE

- 8.1 Due notice for the **Annual General Meeting** shall be given to each Association member no less than 21 days prior to the called meeting. Due Notice shall consist of the date, time, place and purpose of meeting, and may be given by community newsletter, flyer, public sign or advertisement, letter, or telephone. The secretary is responsible for implementing due Notice.
- 8.2 Due notice procedures for **Special General Meetings** are similar to those for the Annual General Meeting.
- 8.3 Due notice for **Board Meetings** shall be given to each Board member no less than 8 days prior to the meeting date. Due notice shall consist of the date, time and place of the meeting and may be given verbally, or by letter, email or telephone. The secretary of the Association is responsible for ensuring due notice of Board meetings.
- 8.5 Due notice for **Committee** meetings shall be given to each committee member no less than three days prior to the meeting. Due notice shall consist of the date, time and place and may be given verbally, or by letter, email or telephone. The chairman or secretary of the committee is responsible for ensuring due notice for program committee meetings.

ARTICLE 9 – QUORUMS

- 9.1 A Quorum for the transaction of business at any Annual or Special General meeting shall be eleven (11) members in good standing of the Forest Lawn Community Association.
- 9.2 A quorum for the transaction of business at any Board meeting shall be fifty per cent plus one members of the Board of Directors.
- 9.3 A quorum for the transaction of business at any Executive meeting shall be three (3) members of the Executive Committee.

ARTICLE 10 – ELECTIONS AND VOTING

- 10.1 Elections for Executive Officers shall be held annually, at the Annual General Meeting. Such officers shall hold office for a period of (1) year.
- 10.2 Seventy percent (70%) of nominees must be Full Members of the Association, thirty percent (30%) of nominees can be Associate Members of the Association, and for this purpose only have voting privileges and must be at least eighteen (18) years old.
- 10.3 Officers will be elected individually, and the election will be by a show of hands unless a ballot is requested by any member.
- 10.4 Only Lifetime members prior to this date and Full members who are at least 18 years old are eligible to vote.
- 10.5 A person must be a member of the Association for one month before being eligible to vote at a General Membership meeting.
- 10.6 The Association's membership files shall provide all final data regarding who is eligible to vote at the Association Membership meetings. Members may be required to provide identification in order to vote.

- 10.7 Only those Members who are present may vote at General Membership Meetings. Voting by proxy is not permitted.
- 10.8 At all meetings of the Association, all questions shall be decided by a simple majority (more than 50%) of the eligible votes cast, unless otherwise required by these Bylaws or by law.

ARTICLE 11 – FINANCES

11.1 Finance and Auditing

- 11.1.1 The Association's fiscal year ends on March 31 of each year.
- 11.1.2 The Executive Officers of the Association shall be the signing authority on the Association's bank accounts. Two (2) signatures are required to deem a cheque negotiable, one of which shall be the Treasurer or the President, unless otherwise authorized by them, except that any cheque payable to an Officer may not be signed by that Officer.
- 11.1.3 No Director or Officer of the Association may receive payment for his services as a Director or Officer. However, Directors or Officers who render services to the Association above and beyond those expected of a Director or Officer may receive payment for such service upon Board approval.
- 11.1.4 Reasonable expenses incurred while carrying out the duties of the Association may be reimbursed upon Board approval.
- 11.1.5 Each Committee within the Association shall prepare an annual fiscal budget as a guideline for all their coming year's expenses and revenues, which shall be incorporated into the Association Budget for the coming fiscal year. This budget shall be presented to the membership for approval at the Annual General Meeting.
- 11.1.6 Acceptance and approval of the budget is approval of any expenditure therein.
- 11.1.7 Expenditures in excess of budgeted amounts must be approved by the Board. However, in case of emergency, where a delay would put the assets of the Association in jeopardy, the expenditure may be approved by the Executive. Approval of emergency expenditures may be given verbally, or by phone or email.
- 11.1.8 The Association's financial records and accounts shall be audited annually by two members of the Association who have no involvement with any of the financial transactions. When deemed necessary by the Board or the membership, a formal audit by a qualified outsider may be requested. The auditors shall present a statement of their findings to the Association's membership for their approval at the Annual General Meeting.
- 11.1.9 For purpose of carrying out its Objects, the Association may raise money. The Board decides the amounts and ways to raise money, including fundraising events and grant applications.

11.2 Seal of the Association

- 11.2.1 The Secretary has custody and control of the Seal of the Association.
- 11.2.2 The Seal of the Association, whenever used, shall be authenticated by the President and the Secretary.
- 11.2.3 From time to time, the Board may authorize the ceremonial use of the Seal and may authorize other Officers to use the Seal.

11.3 Minute Book

- 11.3.1 The Secretary or other Executive Officer directed by the Board shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the Minutes of all proceedings of all meetings of Members and the Board of Directors.
- 11.3.2 The Minute Book shall also contain the following information:
- a. Certificate of Incorporation
 - b. A copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;
 - c. Copies of originals of all documents, registers and resolutions required by law;

- d. Copies of the audited financial statements for the preceding fiscal year; and
- e. Copies of all other documents directed to be inserted into the Minute Book by the Board.

11.4 Inspection of the Books

- 11.4.1 The books and records of the Association may be inspected by any Full member except for records that the Board designates as confidential.
- 11.4.2 Any Full Member wishing to inspect the books or records must give reasonable notice and arrange a time and place satisfactory to the person holding such books or records.

11.5 Indemnity of Directors and Officers

- 11.5.1 Each Director and Officer of the Association holds office with protection from the Association. The Association indemnifies each Director and Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 11.5.2 No Director or Officer is liable for acts of any other Director, Officer, or employee, or is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight, error in judgment or an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

ARTICLE 12 – AMENDMENTS

- 12.1 The registered Objects an/or Bylaws of the Association may be altered, added to or rescinded only by Special Resolution at an Annual General or Special General Meeting of the Association.
- 12.2 The 21 days' notice of the Annual General or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 12.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 13 – DISSOLUTION

- 13.1 In the event of the Dissolution of the Association, all assets and liabilities of the Association become the property of the City of Calgary. In no event do any Members receive any assets of the Association.
- 13.2 The Association is not legally dissolved until the Dissolution has been registered with the Registrar of Companies.
- 13.3 Notification of the Association's Dissolution shall be forwarded to the Law Department of the City of Calgary and also to the Federation of Calgary Communities.
- 13.4 Upon Dissolution all operations of the Association shall terminate, (including all program, facility, administrative and financial responsibilities), and all Members are legally relieved of their responsibilities and obligations to the Association.
- 13.5 Dissolution of the Association requires a Special Resolution to be passed by the members at a Special General or Annual General Meeting. Notice of such meeting must include details of the proposed resolution to dissolve the Association.