

North Glenmore Park Community Association

BYLAWS

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ARTICLE 1 – PREAMBLE

The name of the association is North Glenmore Park Community Association, which may also be known or referred to as the Association or NGPCA.

ARTICLE 2 – DEFINITIONS

- A. **Act** means the [Societies Act](#) R.S.A 2000, c. S-14 as amended, or any statute substitution therefore from time to time.
- B. **Annual General Meeting** means the annual general meeting described in Article 7.
- C. **Association** means North Glenmore Park Community Association or NGPCA.
- D. **Board** means the Board of Directors of the Association
- E. **Bylaws** mean the Bylaws of this Association as amended.
- F. **North Glenmore Park Community Association** means the geographic area inclusive of the boundaries created by the City of Calgary.
- G. **Director** means any person elected or appointed to the Board.
- H. **Ex-officio means a non-voting member of the committee by virtue of one's position as an Officer of the Board of Directors or Employee of the Association**
- I. **General Meeting** the Annual General Meeting and monthly meetings as decided upon by the Directors.
- J. **Member** means an individual Member of the Association.
- K. **Membership means a household.**
- L. **Officer** means any Officer listed in Article 9.
- M. **Quorum** means the minimum number of members required to be present at an assembly or meeting before it can validly proceed to transact business.
- N. **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
- O. **Simple Majority means 50 percent plus one of quorum.**
- P. **Special Meeting** means the special general meeting described in Article 7.
- Q. **Special Resolution means** a resolution passed at an Annual General Meeting or Special General Meeting of the membership of this Association. There must be 21 days notice for this meeting. The written notice must state the proposed resolution. There must be approval by a simple majority of the voting Members present and eligible to vote.
- R. **Proxy means the person who is substituted or deputed to act or vote for another.**

ARTICLE 3 – INTERPRETATION

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

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

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- B. Masculine and Feminine:** a word indicating the masculine gender also includes the feminine gender and vice-versa.
- C. Corporation:** words indicating persons also include corporations.
- D. Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.
- E. Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 4 – BOUNDARIES OF THE COMMUNITY

The boundaries of North Glenmore Park Community Association shall be within the City of Calgary as defined by the appropriate city authority and are as follows:

- A. West: Crowchild Trail SW south of Glenmore Trail, Richard Road SW north of Glenmore Trail**
- B. East: 19th Street SW**
- C. North: 50th Avenue SW**
- D. South: North Glenmore Park SW**

ARTICLE 5 – MEMBERSHIP CLASSIFICATION

There are three (3) categories of Memberships:

A. Classification of Membership

1. Resident

A resident membership shall include up to two (2) adults and their children (up to and including the age of 17 years). Such persons must:

- 1.1 Live in the same household;
- 1.2 Pay the annual membership fees designated for resident members; and
- 1.3 Live within the community association boundaries.

2. Non-Resident

A non-resident membership shall include up to two (2) adults per household and their children (up to and including the age of 17 years). Such persons must:

- 2.1 Live in the same household;
- 2.2 Pay the annual membership fee designated for non-resident members; and
- 2.3 Live outside of the community association boundaries.

3. Sports Membership

A Sports Membership shall include up to two (2) adults per household and their children (up to and including the age of 17 years). Such persons must:

- 3.1 Live in the same household;
- 3.2 Pay the annual membership fees designated for Sports members; and
- 3.3 Register for Sports activities that are supported by the association.
- 3.4 When taking part in sporting activities sponsored by or subsidized by the Community Association, Members must have a Sports membership. This includes both resident members and non-resident members.

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4. Honorary Life

An honorary life membership can be awarded to:

- 1.1 Any person who has given continuous or extraordinary service to the community and its Association
- 1.2 An honorary life membership may be conferred upon any such Member of the Association by the Board of Directors

B. Membership Fees

1. Membership Year

The membership year is to be determined by the Board as necessary and usually ends August 31 preceding the Annual General Meeting.

2. Setting Membership Fees

The Board shall determine the amount of the annual membership fees prior to the Annual General Meeting.

3. Payment Date for Fees

The annual membership fee is due and payable on the date of purchase.

4. Refund of Fees

Membership fees are non-refundable

5. Prorated Fees

Membership fees will not be prorated

C. Rights and Privileges of Members

Any Member of good standing is entitled to:

1. Receive notices of meetings of the Association;
2. Attend any meeting of the Association;
3. Exercise other rights and privileges given to Members in these Bylaws; and
4. Register for community related or sponsored events .

D. Member in Good Standing

A Member is in good standing when the Member has purchased their annual membership and the Member is not suspended.

E. Suspension of Member

1. Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's for a minimum of one (1) year or longer should the Board so determine for one (1) or more of the following reasons:

- 1.1 If the conduct of the Member is injurious to the character, interest or good order of the Association; or
- 1.2 Failure to abide by the Bylaws and policies of the Association; or

2. Notice to the Member

- 2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.
- 2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by a Board Director.
- 2.3 The notice will state the reasons why the suspension is being considered.

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F. Termination of Member

No membership fee will be refunded for the following:

1. Resignation

Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2. Death

The membership of a Member is ended upon his death.

3. Deemed Withdrawal

3.1 If a Member has not paid the annual membership fees or has moved outside of the defined Community Association boundary, the Member is considered to have submitted his resignation as a voting member.

3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

G. Transfer of Membership

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

H. Limitation of the Liability of Members

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

I. Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the Society at the date of ceasing to be a Member.

J. Change of Address of Member

Each Member shall give notice to the Association in a timely manner of any change of that Member's address. Resident Member shall automatically become a Non-Resident Member when the registered Member moves outside the boundaries of the Association. A Non-Resident Member shall automatically become a Resident Member when the registered Member moves inside the boundaries of the Association. If only one registered adult Member of the family changes address, the membership shall be deemed to belong to the Member remaining at the residence.

ARTICLE 6 – VOTING MEMBERS AND VOTING RIGHTS

A. Voting Members

A Voting Member is any person eighteen (18) years of age or older, who permanently resides within the boundaries of the community as set out in Article 4 and is part of a household whose resident membership is in good standing. A Voting Member shall be entitled to one (1) vote at any Special Meeting of the Members or an Annual General Meeting of the Association or to be elected a Director in the Association. The Voting

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Member will be entered in the Register of Members. No Association employee may vote at any meeting.

B. Non-Voting Members

A Non-Voting Member is any person 18 years of age or older, who resides outside the area described in Article 4 and is part of a household whose non-resident membership is in good standing. A Non-Voting Member shall not be entitled to vote at any meeting of the Association nor to be elected a Director in the Association.

C. Number of Votes

A Voting Member, present in person, is entitled to one vote at any Special Meeting of the Members or an Annual General Meeting of the Association. There is no allowance for proxy votes.

ARTICLE 7 – MEETINGS OF THE ASSOCIATION

A. The Annual General Meeting

1. The Association holds the Annual General Meeting no later than five (5) months after each year-end, in Calgary, Alberta. The Board sets the place, date, and time of the meeting.
2. The Board of Directors shall ensure that written notice of the Annual General Meeting is communicated by a minimum of two of the following methods including placing an announcement in the Association newsletter; electronic means; and; by signage placed throughout the community at least twenty-one (21) days before the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting.
3. Agenda for the Meeting
The Annual General Meeting deals with the following matters:
 - 3.1 Ratification of Quorum
 - 3.2 Adopting the agenda;
 - 3.3 Adopting the minutes of the last Annual General Meeting;
 - 3.4 Considering the President's report;
 - 3.5 Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities, and the auditor's report;
 - 3.6 Appointing the auditors;
 - 3.7 Election of Directors
 - 3.8 Further business and termination
4. **Quorum**
A Quorum consists of a simple majority of members of which 10 members in good standing must be in attendance.
5. **Resolutions to be Addressed**
Any Voting Member requests for resolutions to be voted on at an Annual General Meeting must be submitted in writing to the Board of Directors 30 days prior to the meeting notice deadline.
6. **Nominations for Board of Directors**

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- 6.1 Prior to each Annual General Meeting, the Nominating Committee, if any at the applicable time, shall nominate a list of candidates for election to the Board of Directors.
- 6.2 A slate of candidates for Directors will be compiled by the Nominating Committee prior to each Annual General Meeting. Notice of call for nominations for Directors will be included with the Annual General Meeting agenda and interested Voting Members are requested to contact the Nominating Committee no later than 10 days prior to the meeting date. Nominations for Director can be received from the floor at the Annual General Meeting.

B. Special General Meeting of the Association

1. Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- 1.1 By a resolution of the Board of Directors to that effect; or
- 1.2 On the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
- 1.3 On the written request of at least twenty (20) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting. At least 10 of the Members on the petition must be in attendance at the Special General Meeting called in response to the petition or the motion will not be heard.

2. Notice

The Board of Directors shall ensure that written notice of the Special General Meeting is communicated to Members by a minimum of two of the following methods including placing an announcement in the Association newsletter; electronic means; and; by signage placed throughout the community at least twenty-one (21) days before the Special General Meeting. This notice will state the place, date and time of the Special General Meeting.

3. Agenda for Special General Meeting

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

4. Procedure at the Special General Meeting

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

C. Proceedings at the Annual or a Special General Meeting

1. Attendance by the Public

General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

2. Failure to reach Quorum

- 2.1 The Chairman cancels the General Meeting if the quorum is not present within one-half (½) hour after the set time;

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- 2.2 If cancelled, the meeting is rescheduled for a new time and place decided by the Members present.
- 2.3 If a quorum is not present within one-half (½) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance. If a decision is required those attending will make the decision. (See Article 7, 5.4).

3. Chairman

The President chairs every General Meeting of the Association. A Vice-President chairs in the absence of the President. If neither the President nor a Vice-President is present within one-half (½) hour after the set time for the General Meeting, the Voting Members present choose one (1) of the Voting Members to chair the meeting.

4. Adjournment

- 4.1 The Chairman may adjourn any Annual or Special General Meeting with the consent of the majority of Members remaining in attendance at the meeting. The Adjourned Annual or Special General Meeting conducts only the unfinished business from the initial meeting.
- 4.2 No notice is necessary if the Annual or Special General Meeting is adjourned for less than thirty (30) days.
- 4.3 The Association must give notice when a Annual or Special General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5. Voting

- 5.1 Each voting Member present has one (1) vote. A show of hands or voting cards (method to be determined by the Board) decides every vote at every General and Special Meeting. A secret ballot shall be used for suspensions, terminations, contested elections; any other resolutions require a minimum of five (5) requests for Secret Ballot Voting.
- 5.2 The Chairman does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 5.3 A Voting Member may not vote by proxy.
- 5.4 A simple majority of the votes from the Voting Members present decides each issue and resolution.
- 5.5 The Chairman declares a resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution.

6. Failure to Give Notice of Meeting

No action taken at a General or Special meeting is invalid due to:

- 6.1 Accidental omission to give any notice to any Member, or
- 6.2 Any Member not receiving any notice.
- 6.3 Any error in any notice that does not affect the meaning.

7. Minutes

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The Secretary shall record the Minutes of the Meeting at each Annual and Special General Meeting, file the original copy of the Minutes at the office of the Association and distribute the approved Minutes of the Meetings to Members/Directors.

8. Rules of Order

Robert's Rule of Order shall be the guiding authority in the governing procedures at all meetings of the Association as long as they are not inconsistent with the provisions under the Societies Act of these bylaws. The version of Robert's Rules of Order that will govern any meeting will be the version determined by the current Board and upon request provided by the Secretary of the Association at any particular meeting.

ARTICLE 8 – THE BOARD OF DIRECTORS

A. Governance and Management of the Association

- 1.** The Board of Directors governs and manages the affairs of the Association. The Board of Directors may hire such employee(s) or agent(s), as it deems necessary to carry out and management functions and other duties under the direction and supervision of the Board and Bylaws.
- 2. Responsibilities**

Every Director in exercising his/her powers and duties shall:

 - 2.1 Act honestly and in good faith with a view to the best interests of the Association; and
 - 2.2 Exercise the care, diligence, and skills that a reasonable, careful person would exercise in similar circumstances.
- 3.** The Board of Directors has the powers of the Association, except stated in the Societies Act. The powers and duties of the Board include but are not limited to:
 - 3.1 Promoting the objectives of the Association;
 - 3.2 Promoting membership of the Association;
 - 3.3 Staffing operations of the Association
 - 3.4 Maintaining and protecting the Association's assets and property;
 - 3.5 Approving an annual budget for the Association;
 - 3.6 Paying all expenses for operating and managing the Association from the appropriate operating budget.
 - 3.7 Paying all expenses for capital costs from the appropriate North Glenmore Park Community Association capital reserve budget;
 - 3.8 Investing any extra monies;
 - 3.9 Financing the operating of the Association through monies raised through donations, fundraising, grants, and membership fees, or borrowing funds. Borrowing Funds requires Membership approval through Special Resolution;
 - 3.10 Making policies for managing and operating the Association;
 - 3.11 Approving all contracts for the Association;
 - 3.12 Maintaining all accounts and financial records of the Association;

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- 3.13 Appointing legal counsel as necessary;
- 3.14 Making policies, rules and regulations for operating the Association and using its facilities and assets;
- 3.15 Having approved annual Capital and Operating Budgets by the Voting Members at an Annual or Special General Meeting.
- 3.16 Selling, disposing of, or mortgaging any or all of the property of the Association with Voting Member approval through Special Resolution;
- 3.17 Ensuring current general liability insurance and Directors and Officers insurance for the Board is in place at all times. Insurance policies should meet recommended industry standards for non-profit community associations; and
- 3.18 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

B. Board of Directors

- 1.** The Board of Directors shall consist of a minimum of ten (10) and maximum of fifteen (15) Directors elected at the Annual General Meeting from among the voting Members.
- 2.** Terms of Office
 - 2.1 At the Annual General Meeting of the Board, the Voting Members elect the Directors to serve a term of two (2) years. The terms are staggered. One half of the Directors are elected in Year 1 for a two-year term and the balance of the Directors are elected for a two-year term in Year 2.
 - 2.2 Directors may only be re-elected for three (3) consecutive two (2) years terms.
 - 2.3 Immediately following the Annual General Meeting, shall appoint the following Officers including President, Vice President, Treasurer and Secretary
- 3. Nominations**

A slate of candidates for Directors will be compiled by the Nominating Committee prior to each Annual General Meeting. Notice of call for nominations for Directors will be included with the Annual General Meeting agenda and interested Voting Members are requested to contact the Nominating Committee no later than 10 days prior to the meeting date. Nominations for Director can be received from the floor at the Annual General Meeting.
- 4. Resignation, Death or Removal of a Director**
 - 4.1 A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
 - 4.2 Voting Members may remove any Director or Officer before the end of his term. There must be a simple majority vote at a Special General Meeting called for this purpose.
 - 4.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

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- 4.4 Failure to respond to Notice of Meeting of Board of Directors three (3) times within a year (September to August)
- 4.5 Any Member removed from the Board cannot be re-elected at an Annual General Meeting or appointed to the Board for a period of one (1) year from the date of removal. (It will be the responsibility of the Nominating Committee to monitor such restrictions.)

5. Meetings of the Board

- 5.1 The first meeting of the Board annually is to be held within 30 days of the Annual General Meeting for the purpose of assigning any vacant Executive Officer positions to newly elected Directors of the Board.
- 5.2 The Board holds at least nine (9) meetings each year.
- 5.3 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.4 Five (5) days notice for Board meetings is required for each Board Member.
- 5.5 A Director may waive formal notice of a meeting.
- 5.6 A simple majority of the Board including 2 members of the Executive Committee at any Board Meeting is a quorum. If there is no quorum, the meeting may proceed “for information only”. All decisions are held over to an adjourned meeting called at the time of the original meeting or to the next scheduled meeting.
- 5.7 Each Director, including the President and the Past President, has one (1) vote.
- 5.8 Meetings of the Board are open to Members of the Association in good standing, but only Directors may vote. A majority of the Directors present may ask any other Members to leave.
- 5.9 All Directors may agree to and sign any resolution that is passed without a formal Board meeting. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.10 A meeting of the Board may be held by a conference call or email to the entire Board. Directors who participate in this call or email are considered present for the meeting.
- 5.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.12 Minutes shall be taken and recorded by the Secretary at each Board Meeting, signed, distributed to all Directors and filed at the office of the Association.

ARTICLE 9 – OFFICERS OF THE ASSOCIATION

A. Officers

- 1. The Executive Officers of the Association are appointed by the Board of Directors at the first Meeting of the Board following the Annual General Meeting. The Officers include:

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- President
- Vice-President
- President-Elect
- Past President
- Secretary
- Treasurer

2. Recommended Terms of Office for Succession Planning and continuity

- President – 2 year term
- Vice President – 2 year term
- President-Elect – 1 year term
- Past President – 1 year term
- Secretary – 2 year term
- Treasurer – 2 year term

B. Duties of the Directors of the Association

1. President

- 1.1 Supervises the affairs of the Board.
- 1.2 When present, chairs all meetings of the Association, the Board and the Executive Committee. Is an ex-officio member of all Committees, and may attend and or participate in the committee's functions, except the Nominating Committee.
- 1.3 Acts as the spokesperson for the Association or appoints a designate;
- 1.4 Chairs the Executive Committee.
- 1.5 Carries out other duties assigned by the Board.

2. President-Elect

- 2.1 Presides at meetings in the President's absence. The Vice President-may preside also. If the President and President-Elect are absent, the Directors elect a chairperson for the meeting.
- 2.2 Replaces the President at various functions when asked to do so by the President.
- 2.3 Carries out other duties as assigned by the Executive Committee.
- 2.4 Is an ex officio member of all Committees, and may attend and or participate in the committee's functions except the Nominating Committee.

3. Vice President

- 3.1 Presides at meetings in the President-Elect's absence. The President-Elect may also preside.
- 3.2 Replaces the President at various functions when asked to do so by the President.
- 3.3 Carries out other duties as assigned by the Executive Committee.
- 3.4 Is an ex officio member of all Committees, and may attend and or participate in the committee's functions, except the Nominating Committee.

4. Secretary

- 4.1 Attends all meetings of the Board of Directors, and the Executive Committee of Directors.

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- 4.2 Keeps Minutes of the Meetings, signs, distributes and files at office of Association.
 - 4.3 Has charge of the Board's correspondence.
 - 4.4 Makes sure a record is kept of all names and addresses of current Members of the Community Association.
 - 4.5 Makes sure all notices of various meetings are sent.
 - 4.6 Keeps the Seal of the Association when it is not kept by the President of the Association.
 - 4.7 Files the annual return, changes in the Directors and Officers of the Association, address of the Association, amendments in the Bylaws, and other incorporating documents with the Corporate Registry.
 - 4.8 Carries out other duties assigned by the Executive Committee.
 - 4.9 Is an ex officio member of all Committees and may attend and or participate in the committee's functions, and may attend and or participate in the committee's functions, except the Nominating Committee.
- 5. Treasurer**
- 5.1 Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board, and the funds need to be CDIC (Canadian Deposit Insurance Corporation) insured, including investments.
 - 5.2 Makes sure annual fees are collected promptly and deposited into the Associations financial accounts.
 - 5.3 Prepares and tracks the Annual Operating Budget with the assistance of the Finance Committee.
 - 5.4 Makes sure a detailed account of revenues and expenditures is presented to the Board at every Board and General Meeting and as requested.
 - 5.5 Is responsible for the accurate detailed accounting required for all grants, casinos, bingos, and other fund raising ventures.
 - 5.6 Is responsible for all financial records for the Association.
 - 5.7 Makes sure audited statements of the financial position of the Community Association are prepared and presented to the Annual General Meeting.
 - 5.8 Chairs the Finance Committee of the Board
 - 5.9 Carries out other duties assigned by the Executive Committee.
 - 5.10 Is one (1) of the two (2) signing authorities on all financial instruments unless signed by the President in the Treasurer's absence.
 - 5.11 Is an ex officio member of all Committees, and may attend and or participate in the committee's functions except the Nominating Committee.
- 6. Past President**
- 6.1 Chairs the Nominating Committee.
 - 6.2 Carries out other duties assigned by the Executive Committee.

ARTICLE 10—BOARD COMMITTEES

Standing Committees:

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- A. There is a standing Finance Committee in which at least one member of the Executive Committee is a member.
- B. There is a standing Human Resources Committee in which at least one member of the Executive Committee is a member.
- C. There is a standing Executive Committee which all members of the Executive Committee are members.
- D. There is a standing Building and Lifecycle Planning Committee in which at least one member of the Executive Committee is a member.

General Procedures for Committees:

- A. The Board of Directors appoints a chair for each committee created by the Board. The Chairperson calls Committee meetings. Each committee:
 - 1. Records Minutes of its Meetings, and;
 - 2. Provides reports and provides Minutes of the Meetings to the Board of Directors as requested.
- B. The Board may appoint advisory, standing and/or special committees to make recommendations to the Board of Directors.

ARTICLE 11 – FINANCE AND OTHER MANAGEMENT MATTERS

A. Register Office

The Registered Office of the Association is located in Calgary, Alberta.

B. Finance and Auditing

- 1. The fiscal year of the Association ends on April 30th of each year.
- 2. The books, accounts, and records of the Association shall be audited at least once each year by a duly qualified accountant or two qualified Members of the Association as appointed by the Members of the Association at the Annual General Meeting.
- 3. The Association will establish and maintain such bank accounts as are required for the effective financial operation of the Association;
- 4. A complete and proper Audited Financial Statements of the Association for the previous year shall be submitted at the Annual General Meeting.

C. Seal of the Association

- 1. The Board has adopted a seal as the Seal of the Association.
- 2. The President and Secretary have control and custody of the seal, unless the Board of Directors decides otherwise.
- 3. Only Officers authorized by the Board of Directors can use the Seal of the Association. The Board of Directors must pass a motion to name the authorized Officers.

D. Cheques and Contracts of the Association

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1. The Treasurer and three other Executive Committee Members appointed by resolution of the Board have signing responsibility for all cheques drawn on Association bank accounts. One (1) signature should always be that of the President or Treasurer.
2. Two signatures are required on all cheques.
3. No two Voting Members related or residing at the same address may have cheque signing authority at the same time.
4. Any cheques payable to a Signing Officer or a member of his/her family shall not be co-signed by that Signing Officer.
5. Each contracts of the Association must be approved by a motion of the Board of Directors.

E. The Keeping and Inspection of the Books and Records of the Association

1. The Secretary must keep the original Minutes at the Registered Office of the Association. An additional copy can be kept elsewhere as backup.
2. This record contains approved minutes from all meetings of the Association,, (Minutes of the Meeting or Financial Statements are not available for inspection until approved by the Board of Directors).
3. The Board of Directors keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or law.
4. A Voting Member wishing to inspect the books or records of the Association must give seven (7) days written notice to the President or the Secretary of the Association of his intention to do so and will be obligated to adhere to Board policies for inspection of such books or records.
5. Unless otherwise permitted by the Board, any such inspections will only take place at the Registered Office of the Association, or other regular business premises operated by the Association, during normal business hours.
6. All financial records of the Association are open for such inspection by the Voting Members. Other records of the Association are also open for inspection, except for records that the Board of Directors designates as confidential.

F. Remunerations

1. No Member, Director or Officer of the Association receives any payment for his services as a Member, Director, or Officer.
2. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board of Directors approval.

G. Protection and Indemnity of Directors and Officers

1. Each Director or Board Member holds office with protection from the Association.
2. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association.
3. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
4. No Director or Officer is liable for the acts of any other Director, Officer, or employee.

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5. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
6. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraudulent, dishonest or in bad faith.
7. Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor.
8. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
9. General liability insurance is purchased for the Directors and/or Officers and is renewed annually. (see Article 8, 3.17).

ARTICLE 12 – AMENDING THE BYLAWS

- A. These Bylaws may be added to, replaced, amended or repealed by a Special Resolution of the Association at any Annual General Meeting or Special General Meeting of the Association.
- B. The twenty-one (21) days' notice to the Annual General Meeting or notice for a Special General Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- C. A simple majority of the eligible voting members present at the meeting must approve the change(s).
- D. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and subject to filing with the Corporate Registry of Alberta.

ARTICLE 13 – DISTRIBUTING ASSETS *and/or* DISSOLVING THE ASSOCIATION

- A. **Dissolution** The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.
- B. The Association does not pay any dividends or distribute its property among its Members.
- C. 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.
- D. 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.