

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of:

Forest Lawn Community Association

on May 30th, 2013.

The by-laws were changed as follows:

- The existing by-laws are repealed.
They are replaced by the attached by-laws.

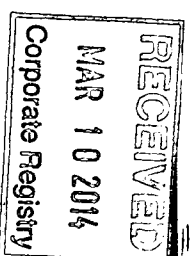
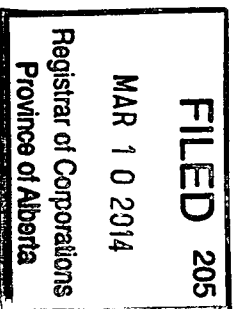
Date: 25 February 2013

Signature: _____

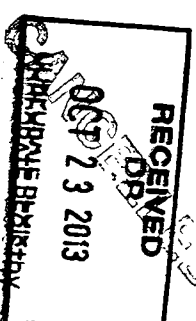


Printed Name: LeeAnne Jobin

Title: President



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

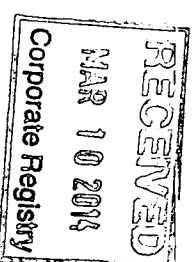


ARTICLE 1 – PREAMBLE

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.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 **Definitions** – In these Bylaws, the following words have these meanings:

- 2.1.1 **Act** means the *Societies Act*, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated there under that is in effect from time to time.
- 2.1.2 **Adult** means any person over the age of 18.
- 2.1.3 **Annual General Meeting** means the annual meeting of the Members described in Article 7.
- 2.1.4 **Associate Member** means any Adult or Family residing outside the established boundaries of the Association who has purchased a Membership that has the rights and limitations described in clause 3.3.2 and 10.2
- 2.1.5 **Board** means the Board of Directors of this Association.
- 2.1.6 **Bylaws** mean this document as amended from time to time.
- 2.1.7 **Chairperson** means, with respect to a meeting of the Association or the Board, the President of the Association or, in the absence of the President, the Vice-President of the Association or, in the absence of the President and the Vice-President, the Secretary of the Association or such other member of the Board as may be designated by the Majority Vote of the Board for that meeting.
- 2.1.7 **Director** means any person elected or appointed to the Board.
- 2.1.8 **Eligible vote** is a vote cast by a member, in attendance at the meeting, defined by clause 10.8
- 2.1.9 **Executive** means the Executive Committee of the Board, being the President, the Vice-President, the Secretary and the Treasurer.
- 2.1.10 **Family** means up to two registered adults and any number of children under the age of 18 living in the same residence.
- 2.1.11 **General Meeting** means any Annual General Meeting or a Special General Meeting as applicable.
- 2.1.12 **Member** means a person whose annual membership dues and other fees are paid, whose membership has not been terminated, and lives within the boundaries of the Association.
- 2.1.13 **Officer** means a Director who is a member of the Executive.
- 2.1.14 **Proper Notice** means notice given in writing, by letter, electronically or by publication in the community Newsletter or website, not less than ten days prior to a General Meeting and not less than 21 days prior to a Special General Meeting, stating the intention or purpose of the meeting, and delivered to the last recorded physical or electronic address of the member, which notice is deemed to be given when delivered to a household, email, or post office, or when published in a Community newsletter.

- 2.1.15 **Special General Meeting** means a special meeting of the Members described in clause 7.2
- 2.1.16 **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.

2.2 Interpretation

- 2.2.1 In these 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 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 set from April 1 to March 31, at the Board's discretion to change.

- 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:

- a) Resides within the established boundaries of the Association; and
- b) Pays the annual membership fee.

- 3.3.2 **Associate Membership** is a non-voting member (except as noted in clause 10.2) and is available to any Adult or Family who:

- a) Resides in Alberta but outside the established boundaries of the Association; and
- b) Pays the annual membership fee.

- 3.3.3 **Lifetime Membership** is an honor that may be bestowed upon a Full member who has been an active and contributing member for more than 10 years.

- a) is not required to pay the annual membership fee.
- b) Any members so honored from this day forward may attend and vote at the general meetings of the Community Association and has the same rights and privileges with respect to the Association as those held by a Full Member. Should the member move outside the boundaries of the community they shall assume the rights of an Associate Member.

3.4 Membership Fees

- 3.4.1 The Board reserves the right to determine Membership fees for each category of Members.

3.5 Rights and Duties of Members

- 3.5.1 All members of the Association are entitled to:

- a) Participate in programs of the Association, where eligibility and space allow; and
- b) Attend General Meetings of the Association;

- 3.5.2 Full Members over the age of 18 are entitled to:

- a) Receive notices of General Meetings of the Association;

- b) Audit the books and records of the Association as outlined in Article 11
- c) Stand for nomination or appointment as a Director, provided that any such Full Member must have paid the applicable Membership and be registered with the Director responsible for Membership.
- d) Vote at any duly constituted General 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.

3.5.3 All members of the Association have a duty to:

- a) Abide by the Bylaws of the Association and
- b) Support the Objects of the Association.

3.6 Termination of Membership

3.6.1 Except for Life Memberships, each Membership shall automatically terminate on the last day of the membership year.

3.6.2 Any member may terminate a Membership at any time by giving the Association notice in writing, but there shall be no reimbursement of Membership fees previously paid.

3.6.3 Termination of membership occurs if a Member has not paid the annual membership fee.

3.7 Suspension and Expulsion of Members

3.7.1 The Board may, upon receiving a formal substantiated complaint, suspend or expel any Member from the Association for one or more of the following reasons:

- a) the Member has failed to abide by the requirements of these By-laws;
- b) the Member has disrupted meetings or functions of the Association; or
- c) the actions or omissions of the Member have harmed the Association.

Subject to the remainder of this clause 3.7, the Board may, by a majority of two-thirds of those votes cast by the Directors present at any meeting of the Board, suspend or expel any Member from the Association.

3.7.2 The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member under this clause 3.7:

- a) 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 days prior to the meeting of the Board at which that matter is to be determined;
- b) that notice shall include the reasons why the Board is considering the potential suspension or expulsion of that Member from the Association; and
- c) that notice shall either be sent by single registered mail to the last known address of that Member shown in the records of the Association or delivered by two Officers to that address.

3.7.3 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.

3.7.4 Except to the extent otherwise provided in the preceding portion of this clause 3.7, 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.

- 3.7.5 There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member. The decision of the Board is final.
- 3.7.6 Any Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at any General Meeting, if that reinstatement:
 - a) is included on the agenda for that General Meeting; and
 - b) has been approved by a majority of two-thirds of those votes cast by Voting Members who are present at that meeting.
- 3.7.7 Transmission of Membership: No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.
- 3.7.8 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.

3.8 Change of Address of Member

- 3.8.1 Each Member shall give notice to the Association in a timely manner of any change of that Member's address. A Full Member shall automatically become an Associate Member when the registered Member moves outside the boundaries of the Association. An Associate Member shall automatically become a Full Member when the registered member moves inside the boundaries of the Association. If only one registered Adult Member of a Family changes address, the Membership shall be deemed to belong to the Member remaining at the residence or in the community.

ARTICLE 4 – GOVERNMENT OF THE ASSOCIATION

- 4.1 The Board of Directors shall consist of the elected Officers and a minimum of three (3), maximum of eleven (11) elected and /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. President and Vice President are elected in one year and Secretary and Treasurer in the next.
- 4.5 Directors are appointed by the Board as needed to carry out the activities of the Association, up to the maximum allowed by the Societies Act.
- 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 general 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, and other meetings as required.

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 Ensure that all requisite legal reports and filings are submitted in a timely manner.
- 5.6.7 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.
- 5.6.8 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

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

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 excused 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 the fourth month following the fiscal year end, each year. The Board sets the place, day and time of the meeting.

7.1.2 The Secretary mails, emails, posts or delivers a notice to each Member at least twenty-one days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

7.1.2 The business of the Annual General Meetings the member shall include:

- a) Adopting the agenda.
- b) Adopting the minutes of last Annual General Meeting.
- c) Considering the President's Report of the year's activities.
- d) 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.
- e) 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.
- g) The appointment of auditors for the upcoming fiscal year, subject to Article 11
- h) The election of officers to the Executive Committee.
- i) The election of Directors and Officers to the Board of Directors.
- j) The approval of persons appointed to the Board of Directors.
- k) 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.
The Board will convene a meeting within a maximum of thirty days of receipt of a request described in Paragraph (c) of this clause. However, the Board shall not be required to proceed with that meeting, in whole or in part, if fewer than two-thirds of those Voting Members who signed that request are present in the quorum for the meeting.

7.3 Board Meetings

- 7.3.1 The Board shall convene for a Board Meeting immediately following the Annual General Meeting.
- 7.3.2 Board Meetings shall be called no less than once every three (3) months. 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
- 7.3.3 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 Regular General Meetings

- 7.4.1 Regular general Meetings could be held prior to a Board meeting.
- 7.4.2 Any member is welcome to attend Regular General Meetings
- 7.4.3 Any issue a member wants discussed at a Regular General Meeting must be brought forward in writing 30 days prior to the meeting.

7.5 Executive Meetings

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

7.6 Committee Meetings

- 7.6.1 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.

7.6.2 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, email 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 and Regular General Meetings** shall be given to each member no less than 7 days prior to the meeting date. Due notice shall consist of the date, time and place of the meeting and may be given verbally, letter, email, telephone or newsletter. The secretary of the Association is responsible for ensuring due notice of Board Meetings.

8.4 Due notice for **Committee** meetings shall be given to each committee member no less than seven 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, including a minimum of four Board members.

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 and Directors shall be held annually, at the Annual General Meeting. Such officers and directors shall hold office for a term of two (2) years, with ½ standing for election one year and the other half, the next year. Individuals may not hold any one position for more than three (3) consecutive terms.

10.2 Seventy percent (70%) of nominees elected must be Full Members of the Association. Thirty percent (30%) of nominees elected may be Associate Members of the Association, and as Board Members have voting privileges.

Nominees must be at least eighteen (18) years old and be a member in good standing. No more than 30% of all positions may be held by Associate Members or Lifetime Members of the Association.

10.3 No more than the number of elected members of the Board may be appointed (i.e. 5 elected, 4 appointed). Any appointed Director must be a member in good standing and comply with the percentages in 10.2.

10.4 Officers will be elected individually, and the election will be by a show of hands unless a ballot is requested by any member.

10.5 Directors may be elected as a group if so motioned by a member. If there is a vacant position on the Board, new board members may be elected at a Board Meeting by current board members to fill these vacancies.

10.6 Each year ½ of the Board shall come up for election with the other half coming up the following year. The Officer positions shall be split – President and Secretary one year with Vice President and Treasurer the next.

10.7 Only Lifetime members residing within the community and Full members who are at least 18 years old are eligible to vote. (Except as indicated in clause 10.2)

10.8 A person must be a member of the Association for 4 weeks before being eligible to vote at a General meeting.

10.9 The Association's membership files shall provide all final data regarding who is eligible to vote at Association meetings. Members may be required to provide identification in order to vote.

10.10 Only those Members who are present may vote at General Meetings. Voting by proxy is not permitted.

10.11 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 Vice 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.

11.1.4 Reasonable expenses incurred, as defined by the Societies Act, 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 considered and may 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. This expenditure shall then be ratified at the next Board meeting.

11.1.8 The Association's financial records and accounts shall be audited annually. 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.

11.3 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 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 These Bylaws shall not be rescinded, altered or added to except by Special Resolution passed at a General Meeting.

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.

The amended Bylaws take effect by first, receiving approval of the Special Resolution at the Annual General Meeting or Special General Meeting and then after a 'stamped' acceptance by the Corporate Registry of Alberta has been received by the Association.

12.3 If there is any conflict between the Act and any part of these Bylaws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these Bylaws to the extent necessary to remedy that conflict without any action on the part of the Association

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.

13.6 At the time of dissolution, funds held in Gaming Accounts 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.