

# SPECIAL RESOLUTION


I hereby certify that the following special resolution was passed at a meeting of the members of the INGLEWOOD COMMUNITY ASSOCIATION on SEPTEMBER 24, 2012.



The bylaws were changed as follows:

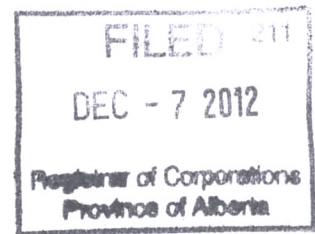
- The existing bylaws are repealed.
- They are replaced with the attached bylaws.

Date: 12 November, 2012

Authorized Official  
Signature: 

Printed Name: Bill Bakelaar

Title: President, ICA



Inglewood Community Association By-Laws



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Inglewood Community Association By-Laws

**BY-LAWS OF THE "INGLEWOOD COMMUNITY ASSOCIATION"**

**1. NAME**

The name of the Society shall be INGLEWOOD COMMUNITY ASSOCIATION, located at 1740 24 Avenue S.E., Calgary, Alberta, herein after referred to as the 'Society'.

**2. DEFINITIONS**

The terms used in these By-laws and in the Society's Regulations have the same meaning and intent.

**"Act"** - means the Societies Act of Alberta, and any statute that may be substituted therefore, as amended.

**"Board"** - is the elected Board of Directors

**"Board Member"** – means a Member elected to the Board of Directors.

**"Books and Records"** - are the minutes of meetings, and audited financial statements

**"Community"** means the Inglewood Community as defined by the boundaries of the Bow River on the North and East, the Elbow River on the West and the Canadian Pacific Railway Mainline on the South

**"Chair"** - refers to the chair of the Board.

**"Director"** means a Member elected to the Board of Directors of the Society. An Officer is also a Director.

**"Officer"** – means the Directors elected to the offices of President, Vice President, Secretary and Treasurer.

**"Fees"** - all dues, assessments and indebtedness payable to the Society.

**"Fiscal Year"** - the Society's Fiscal Year shall be from April 1 - March 31.

**"Majority"** means more than half of votes cast. Abstentions or blank votes are not counted except for Special Resolutions.

**"Meetings"** - include an Annual General Meeting or Special Meeting(s).

**"Member in Good Standing or Member"** -means any Member of the Society who is not expelled or suspended, whose fees are paid and whose conduct is in compliance with these By-laws and the established Regulations.

**"Proper Notice"** means notice by mail, by hand, e-mailed or from the date of issue of the Inglewood Newsletter containing the notice to every Member at their last known address of record, not less than **twenty-one (21) days** prior to the meeting date.

**"Regular Business"** means the day-to-day business of the Society.

**"Regulations"** - refer to policies, procedures and guidelines for the use of the Facilities and the operation of the Society.

**"Special Resolution"** - any Resolution required to be a Special Resolution under the Societies Act of Alberta or these by-laws.



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### 3. MEMBERSHIP

Membership in the Society shall be open to residents whose addresses are within the boundaries of Inglewood and who support the objects of the Society. Any adult shall become a Member in good standing upon payment of the Membership Fee, as approved by the Members at any General Meeting or Special Meeting. All Members shall have all privileges of the Society except that in order to be eligible to vote, to move and second motions and to serve on the Board, a Member must have:

- 1) Attained the age of eighteen years; and,
- 2) Been a Member in good standing for not less than thirty days.

Any adult who is not a resident of Inglewood may become an Associate Member upon payment of the Fees. Associate Members shall have all the rights and privileges of other Members but shall not have the right to vote, be part of the quorum, to move or second motions or to serve on the Board.

A voluntary resignation from the Society may be granted at a regular meeting of the Society, to a Member applying in writing or upon whose request the Secretary of the Society has applied, provided the applicant surrenders his/her membership card, is not in debt in any manner to the Society and has no charges for misconduct pending.

Different fee structures may be set under either class of membership such as individual, family and senior, which may be amended at the Annual General Meeting.

A Member may be expelled from the Society only by a majority vote of not less than three fourths of the votes cast by the Members present at a General or Special Meeting for reasons deemed sufficient by the Members present.

Reinstatement of an expelled Member may be only by a majority vote of not less than three fourths of the votes cast by the Members present at a General or Special Meeting.

The membership year shall be from October 1 to September 30 for the following year.

Any Member in arrears for Fees or assessments shall not be eligible to any membership rights or privileges until fees are paid.

The Society shall keep a Register of the Members. The register shall include:

- 1) The full name, residential address, e-mail address (if available) and telephone numbers of the Member,
- 2) The date on which the person purchased the Membership;
- 3) The date on which the person ceased to be a Member; and
- 4) The class of membership (Member or Associate Member)

Any member may inspect the Membership Register of the Society at any time provided seven days notice in writing is given to the Director in charge.



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Upon receipt of seven days notice from a Member to the Director in charge of the documents, the Member may inspect the books and records of the Society at a time and place mutually agreeable to the Member and the Director.

Upon receipt of seven days notice from a Member, the Society shall provide a copy of the Society's Application for Incorporation and By-laws on payment of a sum as determined by the Board of Directors.

### 4. OFFICERS AND COMMITTEES OF THE SOCIETY

The affairs of the Society shall be managed by the elected Officers, Board of Directors and such other committees as are defined in these By-laws or as determined by the elected officers of the Society from time to time.

#### **Election to the Board**

Occurs annually through Annual General Meeting - elected for one year until the next Annual General Meeting.

**Board of Directors** - The Board is an elected committee responsible for the management of the Society.

The Board shall consist of minimum of ten (10) and a maximum of fifteen (15) Board Members, including a President, Vice-President, Secretary and a Treasurer

The Board of directors consists of the officers (as defined below) and directors at large.

#### **(1) The Officers**

**President**  
**Vice-President**  
**Secretary**  
**Treasurer**

#### **Duties and responsibilities**

##### **President**

The President shall:

- Preside at all board and general meetings;
- Sign the minutes of all such Meetings upon their adoption;
- Decide all questions of order subject to the right of the Members to appeal the decision of the Chair using Roberts Rules of Order;
- Conduct the regular business of the Society with the advice and assistance of the Officers, Directors and Committees;
- Ensure that business that is referred to it by a Board, General, or Special Meeting is carried out in a timely manner;

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- Have the power to call Special Meetings according to the By-laws;
- Be an ex-officio member of all committees;
- Sign all correspondence on the letterhead of the Society; and,
- Fulfil any other duties that shall be deemed necessary for the efficient operation of the Society.

### **Vice-President**

The Vice-President shall:

- Perform all the duties of the President in his absence;
- If the President resigns, dies or ceases to carry out his duties, become President until; the next Annual General Meeting;
- Assist the President in the discharge of his duties;
- Be an ex-officio member of all committees except the nominating committee;
- Keep the Policy and Procedures Manual up to date; and,
- Fulfil any other duties that shall be deemed necessary for the efficient operation of the Society.

### **Secretary of the Board**

The Secretary of the Board shall:

- Keep accurate Minutes of all Meetings of the Board and sign all such Minutes upon their adoption;
- Be responsible for keeping of Society records, including the maintenance of the Minute Book and giving notice of Society meetings to Members;
- Be responsible for the keeping of the Society seal and,
- Fulfil any other duties that shall be deemed necessary for the efficient operation of the Society.

### **Treasurer**

The Treasurer is responsible for the financial affairs of the Society and shall:

- Receive all monies paid to the Society and ensure deposit in whatever Bank the Board may order;
- Properly account for the funds of the Society and maintain such records as may be ordered by the Board;
- Present a detailed account of receipts and disbursements at each meeting of the Board and a financial statement at each General, Special or Annual Meeting of the Society;
- Prepare for submission, to the Annual General Meeting, duly audited financial statements and an annual budget; and,
- Fulfil any other duties that shall be deemed necessary for the efficient operation of the Society.

### **(2) Directors at Large**

The portfolios of the directors at large shall be decided at the Annual General Meeting. The duties and responsibilities shall be set by the Board.



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A director at large position has the same voting privileges and tenure as the Officers. These portfolios may include but are not limited to: Bingo, Casino, Membership, Past President, Redevelopment, Environment, Communications, Safety, Sports, and Social.

Each Director shall:

- Assist in the management of the affairs of the Society;
- Act honestly and in good faith for the best interests of the Society;
- Exercise the care diligence and skill that a reasonable prudent person would exercise in carrying out his duties; and,
- Fulfil any other duties that shall be deemed necessary for the efficient operation of the Society.

### **Policies, Procedures and Standing Rules**

The Board shall have the power to set policies and set procedures and authorize and/or perform such acts as may be required to provide for contingencies and circumstances not expressly covered by these By-laws. Such actions shall be ratified, modified or revoked by a Majority vote by the Members at the next General Meeting of the Society. The Board shall make Standing Rules for its own governance.

### **Removal of Directors**

From time to time, and for a variety of reasons, members may decide to remove a director they had previously elected. A Director can be removed before the expiration of the period of his office:

- (a) By ordinary resolution of the members. Special notice is required of a resolution under this section. Removing a director requires the approval of a majority of members who cast their votes at a meeting of members called for the purpose of removing the director. At that meeting, the members may elect another director to fill the vacancy created by the removal. If a meeting is called to remove or replace a director, that director may submit to the corporation a written statement giving reasons for opposing his removal or replacement as a director. Or
- (b) Under the bylaw provisions below which automatically create a board seat vacancy when:
  - A director resigns or dies;
  - A director ceases to live within the community boundaries;
  - A director is no longer a member in good standing; or
  - A director is expelled.

An Officer or Board Member who resigns must provide written notice to the Secretary, who shall acknowledge receipt in writing.

A director that misses three consecutive board meetings or more without notice to or excuse from the board may be expelled at the discretion of the Board.



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It is the responsibility of every Director to disclose potential conflicts of interest and recuse himself at the committee's discretion. Failure to do so can mean expulsion at the discretion of the Board.

Upon the creation of such a vacancy, the Board may fill that vacancy by appointing another Member of the Society to fill the position until the next Annual General Meeting

### **Appointments**

The Board may from time to time appoint such agents and authorize the employment of such other persons on such terms as they see fit to operate within the objectives of the Society, and such agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board from time to time or as set out in the Regulations.

### **(3) Budget Committee**

The Budget Committee shall consist of, but is not limited to the Treasurer and Financial Sub-Committee of the Board of Directors. The Budget Committee shall be responsible for preparation and presentation of the annual budget of the Society at the first General Meeting following the fiscal year end. The Budget Committee shall present the duly audited financial statements at the Annual General Meeting following the receipt of the audited statements from the auditor.

## **5. REMUNERATION OF OFFICERS AND BOARD**

No Director or Officer shall receive any remuneration for the performance of his services as a Director or Officer.

A Director or Officer may receive reimbursement for direct expenses incurred on approved Society business or for provision of services contracted for by the Society.

## **6. MEETINGS OF THE SOCIETY**

Meetings of the Society shall consist of General Meetings, Board Meetings, Annual General Meetings, Special Meetings and other Meetings, which shall be open to members of the Society.

All meetings will be governed by Robert's Rules of Order.

### **(1) General Meetings**

- (a) General meetings shall be held regularly on the Monday after the first Wednesday of each month during ten (10) months of the year (September – June). These meetings may be rescheduled if they conflict with statutory holidays and the Members of the Society vote to do so at the previous month's general meeting.

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- (b) An additional general meeting shall occur sometime within the July and August period and shall be scheduled prior to the May general meeting.
- (c) The business of general meetings shall consist of the receiving of reports from Board, Special, and Subcommittee meetings, and from scheduled guests. These regular general meetings shall be presided over by the Chair.
- (d) Proper Notice shall be given in advance of the general meeting.
- (e) A quorum at general meetings shall consist of ten (10) Members of the Society, five (5) of whom are Directors.

### **(2) Meetings of the Board**

- (a) The Board shall hold a regular meeting on the Thursday after the first Wednesday of the month during ten (10) months of the year.
- (b) Special meetings of the Board may be called upon the request of the Chair and two (2) other members of the Board or by any six (6) members of the Board. All Board members must be notified of the special meeting and the matters to be discussed not less than three (3) business days prior to the Meeting.
- (c) Emergency meetings of the Board may be called upon the request of the Chair and two (2) other members of the Board or by any six (6) members of the Board without Notice, provided that any business conducted at such meetings shall be ratified at the next regularly called Board Meeting or Society Meeting.
- (d) A Resolution in writing signed by all Board members personally or by facsimile signature or e-mail, shall be as valid as if it had been passed at a meeting of the Board duly called and constituted.
- (e) A quorum at Board meetings shall be a majority of the Officers plus a majority of Directors. The quorum may consist of Board members who are in attendance, in person, via telephone or other facilities that permits all persons participating in the meeting to hear each other. There are no proxy votes.

### **(3) Annual General Meeting**

- (a) The Annual General Meeting of the Society shall be held once each year in September to review the Society's business over the course of the previous year, to elect the Officers of the Society and Board, to ratify the audited financial statements of the Society, and to ratify any proposed changes to these bylaws.
- (b) The Annual General Meeting shall be chaired by a Member in Good Standing who has not been a Director of the Society over the past year and who does not intend to run for election to the Board in the current year.
- (c) The Annual General Meeting shall be scheduled prior to the May general meeting of that



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year and proper notice shall be given to every Member.

(d) The **Notice** shall contain, but is not limited to:

- (i) The Date, Time and Venue of the Meeting;
- (ii) Any proposed changes to Fees; and;
- (iii) A copy of any proposed changes to the By-laws or Regulations of the Society, if any.

(e) The **Agenda** shall include, but is not limited to:

- (i) Minutes of the last Annual General Meeting and of any Special Meetings held,
- (ii) Appointment of an Auditor for the next year's financial statements
- (iii) Election of the Officers and Board
- (iv) Presentation of the Financial Statements

(f) No typographical error or omission in the notice, or non-receipt of any notice by any Members shall invalidate an Annual General Meeting or any adjourned meeting or invalidate or make void any of the proceedings or actions taken at the meeting.

(g) A quorum shall consist of twenty of the Members in good standing and who are present at an Annual General Meeting. There must be five members of the previous Board in attendance. If there are insufficient members present to make a quorum, the meeting shall be rescheduled for the same time and place seven days later. If, at the rescheduled meeting there are still insufficient members present to constitute a quorum, the quorum will be the number of members present when the meeting is called to order. Notice of this procedure will be included in the notice for all Annual General Meetings.

### **(4) Special Meetings**

(a) Special Meetings of the Society may be called by a Quorum of the elected Officers of the Board or at the written request of ten percent (10%) of the Members in Good Standing as at the date of submission of the request.

(b) All Members shall be duly notified by Proper Notice.

(c) A quorum shall consist of ten (10) Members in good standing, of which five (5) are Directors and who are present at a Special Meeting.

(d) The notice shall state the business to be considered and no other business shall be transacted.

### **(5) Subcommittee Meetings**

(a) Subcommittee Meetings of the Society shall occur at the discretion of individual directors and, in the case of Redevelopment and Communications, shall be scheduled regularly for ten months of the year (September – June) surrounding general meetings.

(b) Subcommittee membership and quorum shall be regulated by the rules and regulations for each subcommittee as determined by the director and ratified by the Board.



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### 7. SPECIAL RESOLUTIONS AT MEETINGS

- (1) Any Member in Good Standing may propose a Special Resolution.
- (2) A Special Resolution shall be contained in the official notice of the meeting.
- (3) A Special Resolution must be passed by a **three fourths (3/4)** majority of the Members in Good Standing, present and voting.

### 8. VOTING RIGHTS

- (1) Every Member of the Society shall be entitled to vote, but only if present, at general meetings.
- (2) Voting shall be by a show of hands.
- (3) Unless otherwise provided herein, at all Annual General Meetings, every question shall be decided by a simple majority of the votes.
- (4) Any Member in attendance may make a motion to require a secret ballot on any issue. Such motion must be approved by a two thirds (2/3) majority.

### 9. ELECTION OF OFFICERS AND BOARD

- (1) The election of Officers and members of the Board shall take place at each Annual General Meeting. If an election is not held at the proper time, the incumbent Officers and Board shall continue in office until their successors are elected at any subsequent general meeting.
- (2) The election of Officers and Board shall be conducted by the Chair who shall vote only in the event of a tie vote. The Annual General Meeting shall be chaired by a Member in Good Standing who has not been a Director of the Society over the past year and who does not intend to run for election to the Board in the current year. At any general meeting, the President or, in his absence, the Vice-President shall conduct the election of Board positions that are vacant following the Annual General Meeting.
- (3) The Officers of the Society may be nominated in writing or directly from the floor at the time of the election. The nominee must either be present at the election or if absent, have submitted a written acceptance of election should he be nominated.

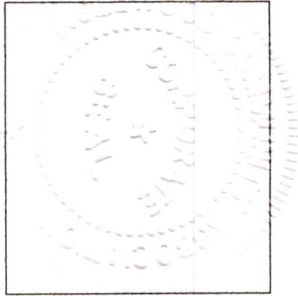
### 10 SIGNING AUTHORITY

- (1) Deeds, transfers, assignments, obligations and other instruments may be signed on behalf of the Society by two persons, one of whom shall be the Chair or Vice chairperson the other

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is the Treasurer or in the absence of the Treasurer any two of the Officers. In addition, the Board may from time to time direct the officer by whom any particular instrument may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

- (2) Until changed by the Board, the corporate seal of the Society shall be in the form impressed or stamped hereon.



### 11 BANKING, PROPERTY, FUNDS & BORROWING

- (1) The Banking business of the Society shall be under the direction of the Treasurer.
- (2) The Officers and Board shall have the authority to make all expenditures as approved in the Annual Budget or budgets attached to and forming a part of approved grant applications. Regular monthly expenditures shall be subject to the following protocols:
  - a) Expenses up to amounts as may be determined from time to time by the Board may be approved by the Treasurer and any other Director,
  - b) Expenses up to amounts as may be determined from time to time by the Board may be approved by majority vote of the Board
  - c) Expenses up to amounts as may be determined from time to time by the Board by majority vote of the Members at a General or Special Meeting and
  - d) Expenses over the amount referenced in 11 c) shall be approved only by a Special Resolution.
- (3) For the purposes of carrying out its objects, the Society may borrow or raise or secure the financing of money as it deems advisable, but this power shall be exercised only by a Special Resolution.

### 12 AUDIT

- (1) The books, accounts and records of the Society shall be audited at least once each year according to the rules of the Societies Act of Alberta
- (2) At the Annual General Meeting of the Society, a Member of the Society shall move to appoint an auditor according to the rules of the Societies Act of Alberta
- (3) The Treasurer shall present the duly audited financial statements at the first Board meeting



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following the receipt of the audited statements from the auditor for review and approval prior to presentation at the Annual General Meeting.

- (4) The Books and Records of the Society may be inspected by any Members of the Society at the annual general meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Each Officer and Board member shall at all times have access to such books and records.

### 13 PROTECTION OF OFFICERS, BOARD AND OTHERS

- (1) Every Officer and member of the Board of Directors in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Officer or Board member shall be liable for the acts, receipts, neglects or defaults of any other Officer or Board member or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency or any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Society shall be deposited or for any loss occasioned by an error of judgement or oversight on their part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto; provided that nothing herein shall relieve any Officer or Board member from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.
- (2) Subject to the limitations contained in the Act, the Society shall indemnify an Officer or Board member, a former Officer or Board member, or a person who acts or acted at the Society's request as an officer of a body corporate of which the Society is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been an Officer or Board member of the Society or such body corporate if:
  - (a) They acted honestly and in good faith with a view to the best interests of the Society; and
  - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, but they had reasonable grounds for believing that their conduct was lawful.
- (3) The Society shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in these by-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.



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- (4) Subject to the Act, the Society may purchase and maintain insurance for the benefit of any person referred to in 15(2) against any liability incurred by them in their capacity as an Officer or Board Member of the Society or of another body corporate where they act in that capacity at the Society's request.

### 14 GENERAL

- (1) Provisions of the Societies Act of Alberta, as amended shall take precedence over any conflicting provision as set out in these by-laws.
- (2) Any reference in these by-laws to the singular number shall also apply to the plural and any reference to male or female shall apply to either gender.

### 15 DISTRIBUTION ON WINDING UP

- (1) Upon winding up the Society, the Society shall comply with provisions of the **Societies Act**, the **Business Corporations Act**, in force in Alberta.
- (2) After payment of all liabilities, all assets not considered to be property of the City of Calgary, shall be distributed to one or more recognized charitable organizations in Calgary as the Members so determine by Special Resolution.

### 16 REVIEW, ADOPTION AND AMENDMENT OF BY-LAWS

- (1) These by-laws will be reviewed bi-annually by a committee of the board at least 6 months prior to the next AGM. Recommendations from this committee will be included in the notice of AGM for membership ratification.
- (2) These By-laws shall only be amended or revised by a Special Resolution at an Annual General Meeting or a Special Meeting of the Society called for that purpose.
- (3) Such amendments must be filed with the Registrar of Corporations of the Province of Alberta.