

DISCOVERY RIDGE COMMUNITY ASSOCIATION

Bylaws January 2003, as amended January 5, 2008, November 5, 2008, November 12, 2009 and November 16, 2010.

ARTICLE I. PREAMBLE

- 1.1 The society known as Discovery Ridge Community Association, hereinafter referred to as the Association, is incorporated under the *Societies Act* of the Province of Alberta.
- 1.2 The physical boundaries of Discovery Ridge are:

North ó Glenmore Trail SW
West ó 101 Street SW
South ó 50 Avenue SW
East ó legal description 3-24-2-5-WSM
- 1.3 This document shall be the general Bylaws for the Association and shall regulate the business and affairs of the Association.

ARTICLE II. TERMINOLOGY

2.1 Definitions

In these Bylaws the following words shall have the following meanings:

- 2.1.1 **Adult** shall mean any person of legal voting age;
- 2.1.2 **Board** shall mean the Board of Directors of the Association;
- 2.1.3 **Community at Large** shall mean persons outside the boundaries of the Association with whom the Association may have cause to interact.
- 2.1.4 **Director** shall mean a member elected or appointed to Board;
- 2.1.5 **Executive** shall mean the Executive Committee of the Board;
- 2.1.6 **Family** shall mean up to two adults and any number of children under the age of 18 living in the same residence;
- 2.1.7 **Legally related** shall mean any 2 or more persons associated through birth, marriage and/or common-law agreement;

- 2.1.8 **Majority** shall mean more than half (½) of the votes cast except as otherwise noted in these bylaws;
- 2.1.9 **Member** shall mean the person as described in these bylaws for membership in the Association;
- 2.1.10 **Member in good standing** shall mean an adult whose annual membership fees are paid and who has not been expelled from the Association;
- 2.1.11 **Officer** shall mean a member of the Executive Committee of the Board;
- 2.1.12 **Proper Notice** shall mean notice given in writing, by letter, by publication in the Association newsletter, or in electronic format, not less than 10 days prior to an Annual, General or Special meeting, stating the intention or purpose of the meeting and delivered to the last recorded address of the member, which may be an E-mail address;
- 2.1.13 **Special Resolution** shall mean a resolution passed:
- a) at a General Meeting for which not less than 10 days notice has been duly given specifying the intention to propose the resolution as a Special Resolution, and
 - b) by a majority of not less than three quarters (75%) of the votes cast by those members present who are entitled to vote.

2.2 **Interpretation**

- 2.2.1 In these Bylaws of the Association, the singular shall include the plural and the plural shall include the singular; the word "person" shall include corporations and associations; the masculine shall include the feminine.

ARTICLE III. MEMBERSHIP

- 3.1 Membership in the Discovery Ridge Community Association is open to all Discovery Ridge residents.
- 3.2 Annual membership fees shall be determined by the Board each year and announced at the Annual Meeting, failing which the annual membership fees shall remain at the same rate as the previous year.
- 3.3 The year-end for membership purposes will be August 31.
- 3.4 Membership shall permit participation in programs and events offered by the Association and other community associations where eligibility and space allows.

- 3.5 Members shall be entitled to discounted fees for the activities of the Association whenever possible.
- 3.6 Any Adult Member shall be eligible for election or appointment to any office in the Association and to vote in all elections and on motions put forth at general and special meetings.
- 3.7 If any member is in arrears for fees or assessments for any membership year, such member shall be automatically expelled at the expiration of one month from the commencement of said year, or due date of said fees or assessments. Members in arrears shall thereafter be entitled to no membership privileges or powers in the Association until proper payments have been made and a new membership issued.
- 3.8 Any member, upon a two-thirds vote of the Board of Directors, may be expelled from membership for any cause which the Association deems reasonable upon submission of a formal substantiated complaint from a member. No member shall be expelled without first being notified in writing of the charge or complaint against him and without being given the opportunity to be heard or to submit a statement in writing at the Board Meeting dealing with his expulsion.
- 3.9 Any member who has been expelled may, upon written application for reinstatement to the Association membership, be reinstated at any Annual, General or Special meeting, where said reinstatement is included on the agenda, by a 2/3 majority of those votes cast by members entitled to vote who are present at said meeting.
- 3.10 There shall be no reimbursement of fees previously paid by any suspended or expelled member or member moving out of the community. A member may voluntarily withdraw from the Association at any time by notifying the Secretary in writing or by telephone.
- 3.11 A membership register shall be kept current and confidential at the office of the Association.

ARTICLE IV. MEETINGS

4.1 Attendance at Meetings

- 4.1.1 All Annual, General and Special meetings of the Association shall be open to the public, except that all or part of any meeting may be closed by a majority of the votes cast by those entitled to vote and that are present.
- 4.1.2 Meetings of the Board shall be open to any member, except that all or part of any meeting may be closed by a 2/3 majority of the votes cast by the Directors present.

4.2 Annual Meetings

- 4.2.1 The Association shall hold an Annual Meeting within three (3) months of the fiscal year end of the Association, of which proper notice in writing to the last known address of each member shall be delivered in the mail or by electronic mail at least 10 days prior to the date of the meeting.
- 4.2.2 The business of the Annual Meeting shall include:
 - a) President's Report;
 - b) Treasurer's Report and the Audited Financial Statements of which sufficient copies are to be made available for examination and viewing by the members present;
 - c) Appointment of Auditors;
 - d) Election of Executives and Directors;
 - e) Any other business of the Association except that no vote shall be held on any matter requiring notice of a Special Resolution unless proper notice has been given.

4.3 General Meetings

- 4.3.1 General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board of which proper notice in writing to the last known address of each member shall be delivered in the mail or by electronic mail at least 10 days prior to the date of the meeting.

4.4 **Special Meetings**

4.4.1 A Special Meeting of the membership shall be called by the President or Secretary upon receipt of a petition signed by no less than 10% of the members in good standing, setting forth the reasons for calling such meeting, with proper notice in writing to the last known address of each member delivered in the mail or by electronic mail at least 10 days prior to the date of the meeting.

4.5 **Board Meetings**

4.5.1 The Board shall meeting within 21 days of the Annual Meeting to handle any administrative or financial matters resulting from the Annual Meeting.

4.5.2 Regular meetings of the Board shall be held on a regularly scheduled day and time as determined by the Board, i.e. 1st Thursday of the month at 7 pm.

4.5.3 Additional meetings of the Board may be held without proper notice if one half of the Board consisting of at least two members of the Executive is present, provided however, that any business transactions of such meeting shall be ratified at the next regular meeting of the Board. Otherwise, they shall be null and void.

4.5.4 A special meeting of the Board may be called on the instructions of any four Directors, provided they request the President, in writing, to call such meeting and state the business to be brought before the meeting.

4.5.5 With the unanimous approval of the Executive Committee, which approval may be given via email, any matter which may properly be approved at a regular meeting of the Board may also be approved by a 2/3 majority vote of the Board cast via email; provided, however, that any matter requiring or purporting to require the expenditure of an amount in excess of \$500 may only be approved in person at a regularly-constituted meeting of the Board.

4.6 **Executive Meetings**

4.6.1 Meetings of the Executive Officers of the Board may be called at the discretion of the President.

4.7 **Notice of Meetings**

4.7.1 No error or omission in giving notice of any Annual, General, Special, Board or Executive meeting shall invalidate the meeting or make void any proceedings of the meeting.

4.8 **Agenda**

- 4.8.1 The agenda of any Annual, General or Special Meeting shall be attached to or included with the notice of such meeting.
- 4.8.2 Only the item(s) as set out in the notice of meeting shall be considered at any General or Special Meeting.

4.9 **Quorums**

- 4.9.1 A quorum for all meetings of the membership shall be a minimum of 50% of the elected Directors in good standing present and in person and no less than ten (10) current members in good standing present, in person or by proxy.
- 4.9.2 If there is no quorum within 30 minutes from the time appointed for the meeting, either:
 - a) Upon unanimous consent, a legal quorum shall be deemed to be present, or, if there is no unanimous consent;
 - b) The Chairperson shall fix a date, time and place to hold another meeting. The quorum at that meeting shall be those members present.
- 4.9.3 A minimum of 50% of the Directors, which must include one executive officer, in good standing present shall constitute a quorum of any meetings of the Board.
- 4.9.4 A quorum for the transaction of business at any Executive meeting shall be two Executive Officers.

4.10 **Voting**

- 4.10.1 Any member in good standing shall be entitled to one vote, in person or by proxy, at any General, Special or Annual Meeting of the Association. Such votes, however, must be made in person.
- 4.10.2 Votes of Directors may be given personally or by proxy in writing to the President for votes held at any Board meeting.
- 4.10.3 Voting for the election of Executives and Directors will be by secret ballot.
- 4.10.4 All other votes shall be by a show of hands unless a motion for a secret ballot is passed. If an unforeseen secret ballot is required, the Chairperson will direct the manner in which it is to be carried out.

4.11 Minutes

4.11.1 Minutes shall be taken and recorded at every meeting, the original copy of said document to be filed at the Office of the Association.

4.12 Adjournment of Meetings

4.12.1 Meetings may be adjourned with the consent of the majority of the members present.

ARTICLE V. ELECTION OF THE EXECUTIVE AND DIRECTORS

5.1 A nomination must be submitted by a member of the Association to the Secretary in writing at least 7 days prior to the Annual Meeting. A member is limited to the nomination of one person for one position in a fiscal year.

5.2 The Board of Directors, or Board, shall mean the Board of Directors of the Association. The Executive Committee of the Board shall be defined as the President, any number of Vice-Presidents, the Past President (if any), the Secretary and the Treasurer.

5.3 All members of the Executive Committee and other directors who frequently handle funds of the Association shall have a Police Check (or Security Clearance) completed once every three years within one month of the Annual Meeting. All costs for the police check will be covered by the Association.

5.4 The Executive Committee positions (other than the Past President) shall be elected or confirmed by a simple majority vote of members present at the Annual Meeting.

5.5 There shall be a minimum of six members and a maximum of twenty members elected to the Board of Directors annually including the Executive Committee positions. A member may stand for election to only one Executive position per year, but may also concurrently stand for election as a Director should he fail in his bid for an Executive position. If there are more nominees than available Director positions, then a simple plurality of votes is sufficient to win.

ARTICLE VI. GOVERNMENT

6.1 Board of Directors

- 6.1.1 Each member of the Board of Directors, throughout his term of office, shall be a member in good standing, of the Association. A Director cannot be an employee of the Association.
- 6.1.2 Directors will serve without remuneration and shall not directly or indirectly receive any profit from his position as such. A Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.
- 6.1.3 No Director shall take it upon himself to commit the time, resources, or finances of the Association without prior approval of such a commitment at a duly constituted meeting of the Board.
- 6.1.4 Each Director shall be elected to hold office until the next Annual Meeting. The whole Board shall be retired at each Annual Meeting, but shall be eligible for re-election, if otherwise qualified.
- 6.1.5 The Board shall, subject to the Bylaws or directions given by a simple majority vote of any General Meeting properly called and constituted, have full control and management of the business and affairs of the Association.
- 6.1.6 The Board of Directors has the power to spend such monies as are required to carry out the day-to-day activities of the Association.
- 6.1.7 If any Executive Committee member of the Board of Directors shall resign his office, move from the Community, or be suspended or expelled from the Association, the Directors shall declare his position vacated and may appoint a successor in his place, chosen from the remaining Board Members, to hold office until the next Annual Meeting.
- 6.1.8 The Board will also, by a simple majority of those Directors present forming a quorum, have the power to install any willing member as a Director and/or an Executive Committee member during its term of office. New Directors may be added by the Board of Directors at its discretion by the procedure defined above.
- 6.1.9 No two or more persons who are legally related shall be members of the Executive Committee at any given time.
- 6.1.10 Directors shall be responsible for the co-ordination, control and liaison with the Board of specific activities of the Association as determined from time to time by the Board. No Director shall, however, have the right to ban any member from any capacity that he has been, is or will be serving the Association in without prior approval of the Board.

6.1.11 Directors shall be entitled to strike ad hoc subcommittees of the Board for such purposes and for such durations as the Board deems fit, provided, however, that at least one member of the Board shall at all times be actively involved in the subcommittee and shall report on the activities of the subcommittee to the full Board. At no time shall a subcommittee operate or purport to operate without the active involvement of a current Board member, and if no such Board member is involved, the subcommittee of the Board shall, upon the determination of the Executive, be immediately dissolved and any such authority granted shall be immediately revoked.

6.2 Removal of a Director

6.2.1 The members of the Association may, by resolution passed by a minimum of two-thirds of the votes cast at any General or Special meeting (of which notice specifying the intention to pass such resolution has been given), remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his place for the remainder of the term.

6.2.2 If any member of the Board of Directors shall, without reasonable cause or excuse, absent himself from three or more consecutive regular meetings of the Board of Directors, the Directors may, by resolution passed by a minimum of a simple majority vote by the Board of Directors, declare his office vacated and may appoint a successor in his place to hold office until the next Annual Meeting.

6.2.3 The Board shall have the power by 2/3 majority of the votes cast by the Directors present to remove any Director from the office:

- a) who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board; or
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interests of reputation of the Association; or
- c) who willfully breaches the Bylaws of the Association.

6.2.4 No Director shall be removed without first being notified in writing of the charge or complaint against him and without having first been given the opportunity to be heard or to submit a statement in writing at the Board meeting where the subject of his removal is to be discussed.

6.2.5 A Director whose removal has been recommended shall be notified no less than ten days prior to the called meeting and shall be automatically suspended until the matter is dealt with at said meeting.

6.2.6 Any Director removed from the Board for any reason and by any method herein described shall not be eligible to stand for election or appointment for a period of two years from the date of removal.

6.3 **Officers of the Board**

6.3.1 No person shall be elected as President for more than three full one year terms in succession. No person shall be elected as Vice-President, Treasurer or Secretary for more than three full one year terms in succession.

6.4 **Duties of the Officers**

6.4.1 *President/Vice-President*

- a) The President shall be responsible for the general supervision of the Association, act as its principal spokesperson, be the principal signing authority on all documents and correspondence, and carry out all duties pertaining to such office and other duties as assigned by the Board.
- b) The President shall be an ex-officio member of all Committees and shall, when present, preside at all meetings of the Association and of the Board. In his absence, a Vice-President shall preside at such meetings or, at his option, may relinquish the chair to another member of the Executive, or failing that, a member of the Board. In the absence of the President and any Vice-President, any Director may call the meeting to order and a Chairman pro-tem installed.
- c) With the Secretary, authenticate the use of the Seal of the Association.

6.4.2 *Secretary*

- a) It shall be the duty of the Secretary to attend the meetings of the Association and of the Board, and to keep accurate minutes of such meetings.
- b) The Secretary will be in charge of all the correspondence of the Association under the direction of the President and the Board.
- c) The Secretary, in conjunction with the membership chairman, shall also keep a record of all the members of the Association and their addresses.
- d) The Secretary shall send out all notices of the various meetings as is required.
- e) The Secretary will maintain all records of the Association including the Policy and Procedures Manual and the Bylaws.

- f) The Secretary shall have charge of the Seal of the Association;
- g) With the President, authenticate the use of the Seal of Association.

6.4.3 *Treasurer*

- a) The Treasurer is responsible for the co-ordination, control and liaison with the Board of specific financial activities of the Association as determined and authorized from time to time by the Board.
- b) The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of it in whatever bank the Board may order.
- c) The Treasurer shall properly account for such funds of the Association and keep such books as he is directed to. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested.
- d) The Treasurer shall prepare for submission to the Annual Meeting a statement that properly sets forth the financial position of the Association. The Treasurer shall ensure that audits are completed on all books, accounts and records of the Association.

6.5 **Executive Committee**

6.5.1 The Officers of the Board are also the Executive Committee.

6.5.2 The Executive shall be responsible for the day-to-day administration of the affairs of the Association and the requirements of these Bylaws within the constraints set from time to time by the Board and, without restricting the generality of the foregoing, shall:

- a) hire, supervise, evaluate and release paid or volunteer staff as may be deemed necessary by the Board;
- b) prepare the annual budget for the following year;
- c) recommend policies and procedures to the Board; and
- d) assemble the information required for the Board to make informed decisions on matters pertaining to the operation of the Association.

ARTICLE VII. FINANCE AND ADMINISTRATION

7.1 Registered Office

7.1.1 The registered office of the Association shall be located in the City of Calgary.

7.2 Finance and Audited Financial Statements

7.2.1 The fiscal year end of the Association shall be August 31 each and every year.

7.2.2 A duly qualified accountant shall audit the books, accounts and records of the Treasurer at least once a year. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer at the Annual Meeting of the Association.

7.2.3 A duly audited financial statement shall be submitted for review to the Board within 90 days of the fiscal year end, a copy of which shall be submitted to the Secretary for the records of the Association at that time. Any substantive changes between the unaudited statements and the audited statements shall be reported to the membership.

7.2.4 The books and records of the Society may be inspected by any member of the society at any General Meeting provided for herein or at any time at the Association office, or at such other place as may be mutually agreeable, upon giving reasonable notice to the Board of Directors who will arrange a time satisfactory with the Director having charge of same. Each member of the Board shall at all reasonable times have access to such books and records.

7.2.5 All disbursements, by cash or cheque issued shall be duly authorized and/or signed by any two of the President, Vice-President, Secretary or Treasurer. Any cheque payable to a person with signing authority shall not be signed by that person.

7.2.6 For the purpose of carrying out its Objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

7.3 Seal

7.3.1 The Seal of the Association, wherever used, shall be authenticated by the President and the Secretary.

7.4 **Minute Book**

7.4.1 The Secretary shall maintain and have charge of the Minute Book and shall record in it the Minutes of all proceedings of all meetings of the Members and Directors.

7.4.2 The Minute Book shall contain the following information and documents:

- a) Certificate of Incorporation;
- b) Special Resolutions;
- c) Originals of all documents required by law;
- d) Copies of the audited financial statements; and
- e) Copies of all other documents to be inserted into the Minute Book as directed by the Board.

7.5 **Indemnity of Directors**

7.5.1 Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director, and any person acting as a designated representative (i.e. committee member), holds such office with protection from the Association against all costs or charges whatsoever incurred against him as a result of any act made in the execution of his office, unless the act is by fraud, dishonesty, or bad faith.

7.5.2 No Director is liable for acts of any other Director 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 and no Director is liable for any loss due to oversight, error in judgment or an act in his role for the Association unless the act is by fraud, dishonesty, or bad faith.

ARTICLE VIII. AMENDMENTS

8.1 The Bylaws may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than 75% of such members entitled to vote as are present in person at a General Meeting of which proper notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

8.2 Any question of procedure not provided for in these Bylaws or the *Societies Act* shall be decided upon by the Board of Directors. Any action or policy decision made shall be noted, an appropriate provision established, and forwarded to the membership to be

discussed and included in these Bylaws if passed at the next Annual or Special Meeting of the Association.

ARTICLE IX. RULES OF ORDER

9.1 Unless otherwise provided for by resolution or these bylaws, parliamentary procedures shall be governed by the current edition of Robert's Rules of Order.

ARTICLE X. DISSOLUTION

Upon dissolution of the Association:

- i) any gaming assets remaining after paying debts and liabilities will be donated to another charitable organization; and
- ii) any remaining assets shall become the property of the City of Calgary.

Discovery Ridge Community Association Bylaws

I HEREBY CERTIFY that the foregoing is a true copy of the Discovery Ridge Community Association Bylaws.

DATED at the City of Calgary, in the Province of Alberta, this ____ day of _____, 20_____.

Signature: _____ Address: _____

Printed: _____ Office: _____
President

Signature: _____ Address: _____

Printed: _____ Office: _____
Secretary