



## Bylaws of Exshaw Community Association - Society 8719

**Blue** = Updates/Additions to be voted on at the January 16, 2019 Annual General Meeting

### Article 1 Preamble

- 1.1 THE NAME OF THE SOCIETY is: Exshaw Community Association or ECA.
- 1.2 THE OPERATIONS OF THE SOCIETY are to be chiefly carried on in EXSHAW, in the Province of ALBERTA.
- 1.3 THE SOCIETY WAS INCORPORATED under the Alberta Societies Act the 23<sup>rd</sup> day of September 1975 and Registered with Registrar of Companies in the Province of Alberta on September 26, 1975.
- 1.4 The following articles set forth the Bylaws of the Exshaw Community 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.
- 2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.
- 2.1.3 Board means the Board of Directors of this Society.
- 2.1.4 Bylaws means the Bylaws of this Society as amended.
- 2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.1.6 Dissolution means the breaking down or ending of the organization. OR The act of ending, terminating or winding up a company or state of affairs.
- 2.1.7 Fiscal Year means a period of 12 consecutive months chosen by an organization as its accounting period, which may or may not be a calendar year OR the 12 months (or, for incorporated charities, a period of up to 53 weeks) covered by an organization's financial statements.
- 2.1.8 Member means a Member of the Society.
- 2.1.9 Officer means any Board member listed in Article 6.
- 2.1.10 Policy is a deliberate decision made by the Board that provides guidance for addressing identified objectives and concerns.
- 2.1.11 Proxy means the authority or power given by one voting member to another voting member.
- 2.1.12 Quorum means the minimum number of people, as specified in the bylaws, required at each board meeting, general meeting, or special meeting for business to be legally carried out. In the absence of a quorum, debate can continue but no votes can be taken, except the vote to adjourn.
- 2.1.13 Registered Office means the registered office for the Society.
- 2.1.14 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.15 Society means the Exshaw Community Association.
- 2.1.16 Special Meeting means the special meeting described in Article 5.4.
- 2.1.17 Special Resolution means:



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- a) a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person; or
- b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.18 Voting Member means a Member entitled to vote in person at the meetings of the Society.

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

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### Article 3 Objects

3.1 OBJECTS of the society as detailed in the Articles of Incorporation are:

- a) To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
- b) To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
- c) To encourage and promote amateur games and exercises.
- d) To provide a meeting place for consideration and discussion of questions affecting the interests of the community.
- e) To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking among its members.
- f) To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
- g) To establish and maintain a library and reading room.
- h) To provide all necessary equipment and furniture for carrying on its various objects.
- i) To provide a centre and suitable meeting place for the various activities of the community.
- j) Generally, to encourage and foster and develop among its members a recognition of the importance of agriculture in the national life.
- k) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

### Article 4 Membership

4.1 MEMBERSHIP FEE, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in *Exshaw and Little Kananaskis*, and being of the full age of 18 years, may BECOME A MEMBER upon payment of the fee. Any person under the age of 18 years may in



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the same manner become a member upon payment of half of the said fee. *The current fee is zero (0) dollars until otherwise determined by the members at an annual general meeting. (updated at January 20, 2016 AGM and registered with Service Alberta February 26, 2016).*

4.2 Any member wishing to WITHDRAW FROM MEMBERSHIP may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

### Article 5 Meetings of the Society

5.1 This society shall hold an ANNUAL GENERAL MEETING on or before January 31<sup>st</sup> in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.

5.2 NOTICE OF ANY SOCIETY MEETINGS shall be by one or more of these methods with the intention of reaching all the applicable members:

- a) announcement in local newspaper, or
- b) community bulletin board, or
- c) a facsimile or email.

5.3 MEETINGS OF THE SOCIETY may be called at any time by the Secretary upon the instructions of the President or Board by notice by email to the last known email address of each member, delivered seven days prior to the date of such meeting.

5.4 A SPECIAL MEETING shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be posted public notice and email to the last known email address of each member, delivered seven days prior to the meeting.

5.5 QUORUM Five members in good standing shall constitute a quorum at any meetings. (added at January 18, 2017 AGM)

5.6 MEETINGS OF THE BOARD shall be called by 10 days' notice in writing mailed to each board member or by three days' notice by email or telephone. Any five board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise



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they shall be null and void.

### 5.7 BOARD MOTIONS BY EMAIL *(added at February 25, 2015 AGM)*.

When a board vote is required on an urgent matter between regular scheduled meeting of the Board, such matters may be discussed, motioned and voted upon via email with all executive and board members using a reply-all email vote process with a minimum of five (5) members required for a quorum. Such an email motion is to be recorded in the next regular board meeting minutes.

## Article 6 Governance of the Society

### 6.1 BOARD OF DIRECTORS

6.1.1 Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society **elected at an Annual General Meeting or at a meeting of the Board.**

6.1.2 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

6.1.3 The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- a) Promoting the objects of the Society;
- b) Promoting membership in the Society;
- c) Maintaining and protecting the Society's assets and property;
- d) Approving an annual budget for the Society;
- e) Paying all expenses for operating and managing the Society;
- f) Paying persons for services and protecting persons from debts of the Society;
- g) Investing any extra monies;
- h) Financing the operations of the Society, and borrowing or raising monies;
- i) Making policies for managing and operating the Society;
- j) Approving all contracts for the Society;
- k) Maintaining all accounts and financial records of the Society;
- l) Appointing legal counsel as necessary;
- m) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n) Selling, disposing of, or mortgaging any or all of the property of the Society.

6.1.4 **ADDITIONAL BOARD MEMBERS *(added at February 25, 2015 AGM)*.**

The Membership shall elect, in addition to the Executive and three Directors, additional Directors as required by the society at the Annual General Meeting. Directors shall be named as Coordinators of society tasks or as Members at Large and form part of the Board of Directors of the Society. Position responsibilities addition and termination of Directors in excess of the minimum three Directors may also be by motion and vote at a board meeting with 30 days email notice and a minimum quorum of four Board members.

6.1.5 A person appointed or elected a director becomes a director if they were present at the meeting



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when being appointed or elected and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

- 6.1.6 Any director or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.
- 6.1.7 Code of Conduct, Policies and procedures established by the board are to be followed by all members including the board.

### 6.2 PRESIDENT

- 6.2.1 The President shall be ex-officio a member of all Committees.
- 6.2.2 He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 6.2.3 Is a member of the Executive Committee; and
- 6.2.4 Carries out other duties assigned by the Board.

### 6.3 VICE PRESIDENT

- 6.3.1 The vice President presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- 6.3.2 Replaces the President at various functions when asked to do so by the President or the Board,
- 6.3.3 Is a member of the Executive Committee; and
- 6.3.4 Carries out other duties assigned by the Board.

### 6.4 SECRETARY

- 6.4.1 It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.
- 6.4.2 He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- 6.4.3 In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
- 6.4.4 The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
- 6.4.5 The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.
- 6.4.6 Is a member of the Executive Committee; and
- 6.4.7 Carries out other duties assigned by the Board.



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### 6.5 TREASURER

- 6.5.1 The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank the Board may order.
- 6.5.2 He/she shall properly account for the funds of the society and keep such books as may be directed.
- 6.5.3 He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
- 6.5.4 The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
- 6.5.5 Is a member of the Executive Committee; and
- 6.5.6 Carries out other duties assigned by the Board.

## Article 7 Finance and other Management Matters

### 7.1 AUDITING

- 7.1.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society.
- 7.1.2 The fiscal year end of the society in each year shall be *September 30<sup>th</sup>*. *The Audit shall be completed by October 31<sup>st</sup> of each year. (updated at January 20, 2016 AGM and Filed February 26, 2016).*
- 7.1.3 The books and records of the society may be inspected by any member 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 officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

7.2 **THE REGISTERED OFFICE** of the society is located in Exshaw, Alberta.

7.3 **VOTING** Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

7.4 **REMUNERATION** Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

7.5 **BORROWING POWERS** For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.



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### 7.6 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

- 7.6.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.6.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 7.6.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### Article 8 Amending the Bylaws

- 8.1 THE BYLAWS may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than three-fourths of such members entitled to vote as are present, at a general meeting of with one month's written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

### Article 9 Distributing Assets and Dissolving the Society *(added at February 25, 2015 AGM)*.

- 9.1 The society does not pay any dividends or distribute its property amongst its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects that are similar to those of the Exshaw Community Association.
- 9.3 Members are to select the organization to receive the assets by a special resolution. In no event do any Members receive any assets of the Society.

Updates and additions accepted at the January 16, 2019 Annual General Meeting.

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President

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Secretary