

THE DEER RUN COMMUNITY ASSOCIATION SOCIETY

BYLAWS

TABLE OF CONTENTS

Article 1	Overview	2
Article 2	Definitions and Interpretation	2
Article 3	Boundaries	3
Article 4	Bylaws.....	4
Article 5	Membership.....	4
Article 6	Governance	7
Article 7	Meetings	14
Article 8	Elections	17
Article 9	Finance and other Management Matters	18
Article 10	Minute Book	21
Article 11	Amendments	22
Article 12	Protection and Indemnity of the Board Members.....	22
Article 13	Distribution of Assets and Dissolution.....	23

Article 1 Overview

1.1 Name

The name of the association shall be The Deer Run Community Association Society of Calgary or “DRCA”, and within these bylaws, the “Association”.

1.2 Bylaws

The following articles set forth the Bylaws of the Association, and all members must abide by and uphold these Bylaws.

1.3 Governance

In any instance where these rules of governance are unclear they shall be superseded by Robert’s Rules of Order (current edition).

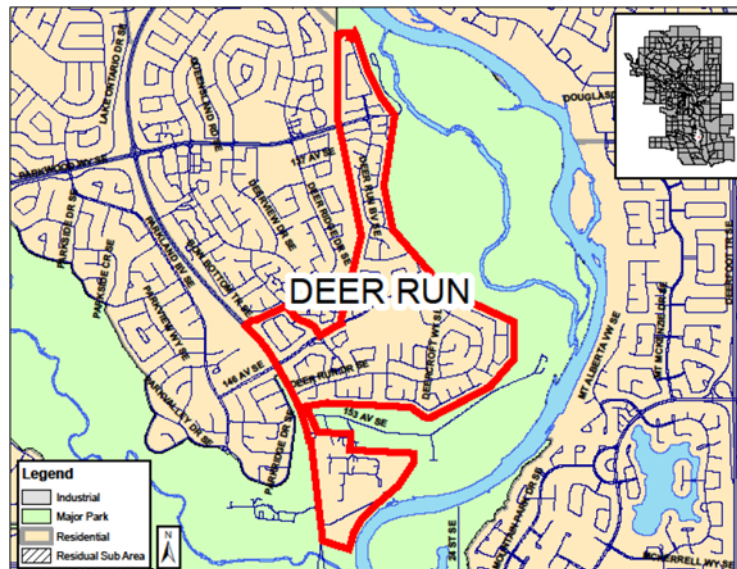
Article 2 Definitions and Interpretation

In these Bylaws, the following words and/or phrases shall have these meanings:

- a. **Act** - the Alberta Societies Act, as amended, or any statute substituted for it and includes any regulations promulgated there under that are in effect from time to time as Provincial Regulations require.
- b. **Annual General Meeting** - the annual meeting of the members
- c. **Association** - the Deer Run Community Association Society
- d. **Board of Directors, Executive Committee or Board** - the elected or appointed Board of Directors of the Association
- e. **Bylaws** – the bylaws of The Deer Run Community Association Society
- f. **Community** - the Community of Deer Run, in the City of Calgary
- g. **Director** - each person elected or appointed to the Deer Run Community Association Society Board of Directors.
- h. **Good Standing** - means a member who meets the requirements of the Association as defined under section 5.1
- i. **Household** - means individuals who habitually reside at the same residential address
- j. **Interpretation** - In all Bylaws of the Association, the singular shall include the plural and the plural the singular. The word “person” shall include corporations and societies. The masculine version of a word shall include the feminine, and the feminine the masculine. Any reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting. Where reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment as the case may be

- k. **Public Notice** - means the distribution of information including but not limited to the following means: newsletters, public notice board, blog or website
- l. **Returning Officer** - will be a non-voting member of the Association or guest appointed by the membership for a particular meeting
- m. **Shall be responsible** - means that the individual responsible for the overall co-ordination, direction, and guidance for this function on behalf of the Board of the Directors. In this context, the individual shall be the voice of the Executive to the designated areas, and shall not take any action or provide such co-ordination, direction, and guidance without the approval of a majority of the Board
- n. **Simple Majority** - means 50% + 1 votes.
- o. **Special Meeting** – a meeting called by the Board to discuss specific matters stated in the notice of the meeting. It is a meeting of members outside the usual annual general meeting.
- p. **Special Resolution** – means a resolution passed at an Annual General Meeting or Special Meeting
- q. **Voting Member** - a member in good standing (section 5.1) with a current membership who lives within the Association Boundaries as per Article 3 , and who is at least 18 years of age who meets the membership criteria. There is only one vote per membership.

Article 3 Boundaries



The boundaries of the Association shall be as follows

- a. West boundary is Bow Bottom Trail
- b. South and East boundary is Fish Creek Park

- c. North is Canyon Meadows Drive as well as houses on and up to Deer River Circle SE; and
- d. To the west by the green space & utility right of way
- e. Also includes houses at the south west of with names starting with Deer Saxon and bounded to the west by Bow Bottom Trail south of that
- f. Within the City of Calgary, in the Province of Alberta

Article 4 Bylaws

- a. These Bylaws represent the structural and operational terms of reference, which shall be used by the Association in fulfilling its objectives.
- b. The Bylaws of the Association shall not be rescinded, altered or added to except by Special Resolution of the Association. Bylaws are to be reviewed as required, ensuring they best meet the needs of the Association.

Article 5 Membership

5.1 Membership Eligibility

Membership shall be open to households who meet the following conditions

- a. A resident of a community, and;
- b. Have never been expelled from DRCA as per paragraph 5.7.2
- c. Are not currently under suspension from DRCA, and;
- d. Have paid and are current with any/all membership fees and/or dues, and;
- e. Agree to follow and abide by these Bylaws and any Board enacted/approved policies.

5.2 Membership Rights

5.2.1 A member who is in good standing is eligible to:

- a. Receive notice of any General Meeting.
- b. Attend any General Meeting and/or Board Meeting.
- c. Receive a copy of DRCA's financial statements upon thirty (30) days written request.
- d. Speak to any issue on the agenda of any General or Annual General Meeting, up to a maximum of five (5) minutes, or longer with the agreement of the chair of the meeting.
- e. To submit to the President and/or Secretary, an agenda item for a meeting at least ten (10) days prior.
- f. Speak to any issue at a Board Meeting with the approval of the Chair of the meeting.

5.3 Membership Responsibilities

- a. All members shall where possible promote the wellbeing of the community by any means under their control.
- b. Members are encouraged to attend the Annual and Special General meetings to effectively add their voice to the running of the Association.
- c. All members must behave in accordance with these bylaws, the objectives and the policies of the Association.

5.4 Membership Categories

5.4.1 Annual

Any individual or household who purchases a membership for an annual period. The Board will determine the price of such membership from time to time as it sees fit. Such individuals who reside within the established DRCA community boundaries (Article 3 and who are 18 years of age or older are eligible to vote. Such individuals who do not reside within the DRCA community boundaries are non-voting members.

5.4.2 Charter

A charter member is a household, which include the members of said household, who has purchased a Charter Membership in the Association. Eligibility for the benefits of Charter Membership shall be limited to the occupants of dwelling units which meet section 5.1

These memberships are no longer available for purchase from the DRCA, they are non-transferable. If the resident moves outside the boundaries of Deer Run as per Article 3 , they become a non-resident.

5.4.3 Non-Resident

A nonresident shall not have a vote in matters of the Association, unless voting privileges are requested and granted to the non-resident non-voting associate by agreement of two thirds (2/3) of the Board present at the Board meeting.

5.5 Membership – Admission, Fees and Register

- a. Membership fees shall be determined by the Board and confirmed at an Annual General or Special General meeting.
- b. Memberships shall be effective upon the completion of the membership form and payment of the required fee.
- c. Memberships are effective for a 12 month period as determined by the Board.

5.6 Withdrawal of Membership

A member may withdraw from membership by giving written notice of intention to withdraw to the Board and will receive no refund of any fees will be paid.

5.7 Suspension or Expulsion of Membership

5.7.1 Suspension of Membership

- a. When the actions of a member are believed to be placing the name and or the reputation of the Association in jeopardy, causing disharmony within the Association as to be harmful to the best interests of the Association and/or the community, the said action shall first be investigated by a Membership Review Committee consisting of three (3) persons appointed by the Board, who will issue written notice to the member.
- b. No member shall be suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.
- c. If the situation is not resolved, a Special Meeting will be called, and the member will be suspended with an affirmative vote of at least 2/3 of members in good standing in attendance.
- d. Any member who has been suspended may after two (2) years apply to be reinstated as a member of the Association with an affirmative vote of at least two-thirds (2/3) of members in good standing in attendance at an Annual General Meeting or Special Meeting.
- e. Any member who is suspended is not entitled to receive a refund of any membership fees.
- f. Where the suspended member's membership is classified as household under section 5.1 the suspension will only apply to the named individual.

5.7.2 Expulsion of Membership

- a. A member may be expelled due to actions listed in sub paragraph 5.7.1a
- b. Any voting member may initiate such a request for expulsion. A member who is on the Board may initiate such action.
- c. Such member(s) shall be notified in writing and be delivered by hand or mailed to the last known address of the member(s) who shall be advised of the reasons for such action at least fourteen (14) days prior to the date of the meeting where the matter will be discussed.
- d. The member may appear in person and/or submit a written defence to the complaint the board.
- e. Expulsion will require at least two-thirds (2/3) majority of the Board members present at the meeting.
- f. No member shall be expelled without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.

- g. If the situation is not resolved, a Special Meeting will be called, and with a vote of not less than two-thirds (2/3) of the members present at the meeting who have voting rights.
- h. Any member who has been expelled may never be a member of the Association again.
- i. Any member who is expelled is not entitled to receive a refund of any membership fees.
- j. Where the expelled member's membership is classified under section 5.4, the expulsion will only apply to the named individual.

Article 6 Governance

6.1 Board of Directors

- a. The Board shall consist of a minimum of five (5) and a maximum of eighteen (18). The following executive officers shall be elected by a simple majority vote at the AGM or Special Meeting:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
- b. The affairs of the Association shall be managed by a Board of not less than five (5) members three (3) of which are executives, and not more than eighteen (18) members elected by the membership of the Association. Members are elected at the Annual General Meeting, shall be a Voting Member of the Association at the time of election or appointment and throughout the Director's term as a Director.
- c. Each Director shall be elected to hold office for a two-year period after they have been elected, for a maximum of two consecutive terms and shall be a Voting Member of the Association at the time of election or appointment and throughout the term as a Director.
 - i. No Director shall be permitted to hold the same Office in excess of two (2) successive terms of office unless by approval of at least two thirds (2/3) of the Members of the Association at a Special Meeting or Annual General Meeting in attendance and having voting privilege.
- d. The Board shall, subject to the Bylaws or directions given it by majority vote of the membership at an Annual General Meeting or Special Meeting properly called and constituted meeting, have full control and management of the business and affairs of the Association.
- e. Any voting member in good standing of the Association (section 5.1) is eligible to be nominated for election or appointment to the Board,

- f. Vacancies on the Board, however caused, so long as a quorum of Directors remains in office, may be filled by the Directors, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected. If the number of Directors is increased between terms, a vacancy or vacancies shall thereby be deemed to have occurred, which may be filled in the manners provided above.
- g. No employee of the Association may be elected to or appointed to the Board of Directors.
- h. A maximum of two family members can be directors.
- i. Except as outlined in paragraph 6.10j below, the members of the Board shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position as Director or Officer. The activities of the Association are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used promoting their personal objectives. Such action would constitute violation of the Bylaws and jeopardize the status of the Director according to the aforementioned procedure.
- j. In the case where a Board member has a specialized skill or talent outside of their services within or to the Board, they may receive an honorarium for providing such services to the Association if approved by a majority of the members present at an Annual or Special General meeting that passes a resolution authorizing such action.
- k. The Board shall have and maintain a Directors' Position Description Policy which shall include the major duties and specific responsibilities, authority, and accountability of the members of the Board that may be changed from time-to-time by the Board.
- l. The Board may from time to time appoint such directors and agents and authorize the employment of such persons as they deem necessary to carry out the objectives of the Association and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- m. No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the Association, the Board or, if applicable, the Association's staff without prior approval of that commitment at a duly constituted meeting of the Board.

6.2 Roles, Power and Duties of Directors

- a. Promote the objects of the Association;
- b. Promote membership in the Association;
- c. Hold meetings as herein set forth;
- d. Maintain and protect the Association's assets and property;
- e. Approve the annual budget for the Association, when called upon to do so.
- f. Invest any extra monies, at the direction and under control of the Treasurer of the Association;

- g. Make /approve policies, rules and regulations for managing and operating the Association;
- h. Ensure all books and records of the Association required to be created and maintained by the By-laws, by the Act, by any other applicable statutes or law are regularly and properly kept, including an update register of Members;
- i. Ensure that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained;
- j. File returns, reports and other materials as are required to be submitted under the Act, other statutes or land;
- k. Have the authority to appoint a Past President to serve in an advisory capacity and to provide continuity to the Board, provided that the Past President shall be a non-voting member of the Board and shall perform such duties as may be assigned by the Board;
- l. Appoint legal counsel as necessary, and appoint a Board member to be the point of contact where such instances arise;
- m. Without limiting the general responsibility of the Board, delegate its powers and duties to the Executive Committee of the Association.

6.3 Removal of a Director

The office of a Director shall be automatically vacated if the director:

- a. Resigns his office by giving written notice to the Secretary or President;
- b. Ceases to be a member in good standing of the Association;
- c. Fails to attend three (3) consecutive meetings of the Board unless the Board excuses such failure;
- d. Has been found to be mentally incompetent by a certified medical professional;
- e. Has been removed from his position by the Board;
- f. Has failed to adhere to the Code of Ethics Policy of the Association

6.4 Removal from Office

The Board of Directors may remove a Director from office by an affirmative vote of at least two-thirds (2/3) of the eligible Directors by secret ballot for one or more of the following reasons:

- a. The Director has failed to abide by the Bylaws, or;
- b. The Director has been disloyal to the Association, or;
- c. The Director has done anything judged to be harmful to the Association in an egregious manner, or;
- d. The Director has been judged to have failed to do something which therefore caused harm to the Association in an egregious manner; or;

- e. The Director has committed a breach of confidentiality of the proceedings of the Association.

6.5 Notice of Removal of Director or Executive Officer

- a. The Board shall inform the Director or Executive Officer by written notice of the reasons for removal and shall ask for the Director's resignation within seven (7) days. From receipt of this notice, the Director or Executive Officer shall have no rights or privileges of a Director or Executive Officer except that he shall be granted the rights of an appeal process.
- b. If the Director or Executive Officer does not resign, the Director or Executive Officer shall be given an opportunity for an appeal to the Executive within seven (7) days of receipt of notice of removal.
- c. All notices shall be sent by double registered mail to the last known address of the Director or Executive Officer shown in the records of the Association, or the notice may be delivered by an Officer of the Board at least seven (7) days prior to the meeting of the Board.
- d. The vote to suspend the Director or Executive Officer shall be by secret ballot and passed by a simple majority.
- e. The Member shall be informed in writing of the decision of the Executive within seven (7) days of the meeting.
- f. Any Director or Executive Officer removed from office shall not be eligible to stand for election or appointment to the Board for a period of two years from the date of removal.

6.6 Executive

6.6.1 Executive Committee

- a. The Executive Committee shall be defined as the President, the Past President, the Vice- President, the Treasurer, and the Secretary.
- b. The Executive Committee shall supervise the day-to-day administration of the affairs of the Association and the requirements of these Bylaws within the constraints and under the direction of the Board.
- c. Without limiting the general responsibility of the Executive Committee, it can delegate its powers and duties to any other Board Member, Committee, Staff Member, Contract Employee, or any other person(s) not so identified to assist and aid it in its duties, with the approval of the Executive Committee, and of the Board itself.
- d. The Executive Committee shall also constitute the Director of the Association.
- e. Failure by an Executive member to perform his duties as outlined in these Bylaws, where such failure is viewed by the Board to be detrimental to its ability to manage

- its affairs, would be considered as grounds for removal of the individual from the Executive position, as determined by a vote of the Board.
- f. Executive members will be elected individually for their positions.
 - g. Two members of the same family may not be executive officers but a family member may be an executive officer if one is a director.
 - h. The Executive of the Association shall hold office for such terms as laid down in section 8.3.

6.6.2 Qualifications

The following qualifications shall be a prerequisite to acceptance of any nomination to the Offices of the Association:

- a. the Executive nominee must be a Member in good standing;
- b. the Executive nominee, if nominated to the Board of Director, must reside within the legal boundaries of Deer Run community as outlined in Article 3
- c. the Executive nominee, if nominated to the Office of President, must have served the Association for a minimum of one current term in either an elected or appointed position of the Association.

6.6.3 Nomination

A voting member may nominate a Member of the Association for an elected Office of the Association and such nomination shall be valid provided that such nomination shall be seconded by a member of the Association having voting privilege.

6.6.4 Installation

The installation of the elected Executive Member shall be declared prior to the close of business of the Annual General Meeting at a time convenient to the Association.

6.6.5 Term

The term of office of the elected Executive Member shall expire at the time of the installation of their successors at the next Annual General Meeting or such time as a successor shall be elected and installed, whichever shall occur first.

6.6.6 Vacancy

In the event that any Executive Office(s) shall become vacant for any reason, an election or appointment shall be held or made at the next Board meeting, Special Meeting or Annual General Meeting, whichever shall occur first.

6.6.7 Succession

No Executive Member shall be permitted to hold the same Office in excess of two (2) successive terms of office unless by approval of at least two thirds (2/3) of the Members of the Association at a Special Meeting or Annual General Meeting in attendance and having voting privilege.

6.6.8 President

The President shall:

- a. When present, presides at all meetings of the Association, as the Chair;
- b. Lead the Board in establishing effective governance processes and practices;
- c. Be the official act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or such other member of the Board as is reasonably appropriate in the particular circumstances;
- d. Be the principal signing authority on all contracts, official documents and correspondence of the Association, and a designated signing authority on all bank accounts of the Association;
- e. Be an ex-officio member of all committees of the Board;
- f. Carry out other duties pertaining to such office, and such other duties as may be assigned by the Board
- g. Act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or such other member of the Board as is reasonably appropriate in the particular circumstances

6.6.9 Vice President

The Vice President shall:

- a. In the absence of the President, Act as the President at any Board meeting.
- b. Assume the position of President if the President, for any reason, vacates his position during his term of office.
- c. Be responsible for the general supervision of the Association
- d. Chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances; and
- e. Carry out such other duties as may be assigned by the Board.

6.6.10 Treasurer

The Treasurer shall:

- a. Ensure all monies paid to the association are deposited in a chartered financial institution, chosen by the Executive;
- b. Ensures a detailed account of revenues and expenditures is presented to the Board as required;
- c. Ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting, pursuant to the *Societies Act*;
- d. Supervises spending monies, including signing cheques;
- e. Ensures the books are available for the membership within thirty (30) days.
- f. Oversees the preparation of an annual budget;

- g. Responsible for all bank accounts and ensuring that all monies are deposited to the proper accounts;
- h. Process payments by e-transfer and PayPal and inform Centre Manager and/or bookkeeper of details; and,
- i. Chair any finance committee, such as the Operations Committee.

6.6.11 Secretary

The Secretary shall:

- a. Attend all meetings of the Association, and keep accurate minutes of the same, unless otherwise delegated to another Board member.
- b. Have charge of all the correspondence of the Association, under the direction of the President and the Board.
- c. Ensure that all records of the Association, other than financial records, are properly maintained, including these Bylaws and the policies and procedures.
- d. Have charge of the seal of the Association 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.
- e. File the annual return, or cause to be filed the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
- f. Keep a record of all the members of the Association and their addresses, send all notices of the various meetings as required and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required, so long as that institution is a member of the Canadian Deposit Insurance Corporation (CDIC).

6.6.12 Past President

The Past President shall:

- a. Assist with the transition of the new Board
- b. Hold the position for one year
- c. Attends the Executive Meeting as a director at large
- d. Be eligible for another Board position after the completion of one year.
- e. Maintain the corporate memory.

6.7 Committees

- a. Standing Committees shall be created and dissolved by the Board. Standing Committees shall report to the Board. A motion from the Board shall guide their

- operation, outlining their term, mandate, membership, budget, and other related matters relevant to their operation.
- b. Ad Hoc Committees shall be created and dissolved by the Board and defined as being temporary. Ad Hoc Committees do not require a separate policy governing their actions. Ad Hoc Committees shall report to the Board;
 - c. The Membership committee shall be a standing committee. It shall be responsible for the implementation of the annual Membership recruitment effort and maintenance of the register of Members;
 - d. The Nominating Committee shall be a standing committee. It shall be responsible for the recruitment of eligible candidates for presentation to the Membership for election; and,
 - e. The chairperson of any committee shall be a Director of the Board.

Article 7 Meetings

7.1 Information common to all meetings

7.1.1 Types of Meetings:

- a. The Annual General Meeting
- b. The Board of Directors Meetings
- c. Executive Committee Meetings
- d. The Association may have a Special Membership Meeting, as necessity may dictate

7.1.2 Notice

- a. Notice shall be provided twenty-one (21) days in advance of the meeting to the members
- b. Official notice for all meeting types will be given in written form by physical mail to the last known house address of the appropriate members or via the last known email or text number in the membership list held by the Centre Manager. Other forms of communication can be used e.g. newsletter, road signs, social media and/or oral methods.
- c. Notice will state the intended audience appropriate to the meeting, the place, date and time of the meeting. Email and text notices shall be deemed to be received if no error or bounce message is received within 24 hours.
- d. Physical mailings shall be deemed to have been received three (3) days after the date of delivery including Saturdays, Sundays and Statutory Holidays.

7.1.3 Chair

A member of the executive is considered the chair of the meeting in the following order: President, Vice-President, Secretary, Treasurer or Past-President.

7.1.4 Voting - Majority

Unless otherwise stated in these By-Laws, a simple majority of regular members shall be required to pass any motion brought forward.

7.2 Annual General Meeting

The Association shall have its Annual General Meeting within 120 days from the end of the Association's fiscal year at a time and location convenient to the board of directors. Notice is to be given no less than 21 days prior.

7.2.1 Business of the AGM

The business of the Annual General Meeting shall include:

- a. The Presidents Report of the year's activities.
- b. The Treasurer's Report and Audited Financial Statements.
- c. Elections for the Board as per Article 8
- d. Appointment of Auditors for the ensuing year.
- e. Any other business of the Association except that no vote shall be taken upon any matter for which notice has not been given.
- f. The order of business of the Annual General Meeting shall be at the discretion of the chairperson of the meeting if, in general, business and reports relating to the preceding fiscal year of the Association precede the election of the Board and appointment of Auditors.

7.2.2 Quorum Specific to the AGM

Quorum shall be defined as twenty (20) voting members in good standing inclusive of a simple majority of the Board. If quorum is not reached in 30 minutes, we will go ahead with quorum being the voting members in attendance.

7.2.3 Voting at the AGM

Each regular membership of the Association shall have voting privilege of one (1) vote on all matters of business pertaining to the Association, its assets including the Community Centre, and the operation and management of same. The voting must be done in person, no proxy votes.

7.3 Special General Meetings

The Association may on occasion require that a Special Membership meeting be called to deal with any matter of business requiring such authority.

7.3.1 Call Procedure

Special meeting may be called if

- a. the Executive shall see the need to call one
- b. the Board of Directors shall receive a request in writing by any ten per cent (10%) of the Members on the date of receipt to the Association

- c. it is needed to fill the vacant Director positions when there is no longer a quorum of Directors on the Board

7.3.2 Call Guidelines

The following items must be included in the calling of the meeting

- a. The reasons for calling a special meeting
- b. Must be called within forty-five (45) days of receipt of the initial call
- c. Be called by a member of the Executive

7.3.3 Quorum Specific to Special Meetings

Quorum shall be defined as twenty (20) voting members in good standing inclusive of a simple majority of the Board. If quorum is not reached in 30 minutes, the meeting will proceed with quorum being the voting members in attendance.

7.3.4 Voting Specific to Special Meetings

Each regular membership of the Association shall have voting privilege of one (1) vote on all matters of business pertaining to the Association, its assets including the Community Centre, and the operation and management of same. The voting must be done in person, no proxy votes.

7.4 Board Meetings

The Board shall meet no less than once per month for the months of September through June of each year and there shall be at least one meeting of the Board during the month of July or August. Notice must be given a minimum of seven (7) days in advance

7.4.1 Business of the Board Meeting

Each board meeting will have a preliminary Agenda sent to the directors two (2) days prior. All board members have a chance to speak and committees will also be given an audience. Directors will inform the Chair of items that they need to have large agenda items or guests to be added. Copy the request to the Secretary, who, with permission from the Chair will add those item(s) to the Agenda. The final agenda will be handed out at the meeting or published electronically for all to follow along.

7.4.2 Quorum Specific to Board Meetings

Quorum shall be defined as a not less than one half plus one of all elected Directors and two (2) Executive members be in attendance

7.4.3 Adjournment Specific to Board Meetings

If quorum is not established within fifteen (15) minutes of the scheduled Board Meeting start time, the meeting may be canceled. All business to be discussed shall be carried forward to the next scheduled Board Meeting. The Board or Executive could decide upon a new date within two weeks of the canceled meeting.

7.5 Executive Committee Meetings

Executive Committee Meetings shall be held as often as the day-to-day business of the Association shall require and shall meet no less than once every three (3) months called no less than two (2) days prior to calling the meeting

7.5.1 Quorum Specific to Executive Meetings

Quorum shall be defined as a simple majority of the Executive.

7.5.2 Adjournment Specific to Executive Meetings

Adjournment could occur if quorum is not obtained within fifteen (15) minutes of the call time of the meeting.

7.5.3 Voting Specific to Executive Meetings

A tie vote means that the motion is defeated.

7.6 Motions at Meetings

- a. All motions made at all meetings shall be decided by a simple majority except as otherwise provided in these Bylaws.
- b. Except as otherwise provided in these Bylaws, the Board or the membership shall determine all matters properly brought before them by the affirmative vote of a simple majority of those entitled to vote and present at the time of the vote.
- c. All votes shall be by show of hands unless a member requests a ballot.
- d. All motions from the floor shall be moved and seconded except the motions to adjourn and all nominations from the floor.
- e. A declaration by the Chair that a motion has been carried and an entry to that effect in the Minutes shall be prime facie evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such a motion.
- f. Every motion shall be recorded in the minutes, including the makers of the motion and whether the motion has been carried or defeated.

Article 8 Elections

8.1 Board Member Elections

- a. Elections for the Board of Directors of the Association shall normally be held at the Annual General Meeting or Special Meetings, unless otherwise determined by a majority vote of the Board of Directors to fill otherwise vacant positions.
- b. All voting shall be by secret ballot counted by a returning officer as defined in Article 2 .
- c. A call will be made three (3) times from the Chair for any person(s) to submit their names for consideration to the Board and for consideration by the membership. At

- the end of the three (3) calls, the nomination process will be declared closed, and no other nominations from the floor will be accepted.
- d. No member of the Executive or the Board will be acclaimed as winner at any General or Annual General Meeting or any other such meeting called for such a purpose. Any person running for a position on the Board must be affirmed by a majority vote at an Annual General Meeting, if the requirements for quorum have been met
 - e. To allow for the orderly running of the Association and to provide continuity, elections for any/all Executive positions shall be carried out as follows:
 - i. The President, Secretary shall be up for election in a year with an even number.
 - ii. The Treasurer, Vice-President and any other position deemed by the Board to be Executive in nature will be up for election in a year with an odd number.
 - f. The nominating committee, at the applicable time, shall solicit and present a list of nominated candidates for election to the Board.

8.2 Elections by Plurality Vote

If the election is not by acclamation a simple majority by secret ballot will suffice

8.3 Term and Limitations on Successive Terms

- a. Subject to sections 5.1 and 5.7 , the Directors so elected and appointed shall form the Board and each such Director shall hold office until the end of their term or resignation.

Article 9 Finance and other Management Matters

9.1 Head Office of the Association

Within the boundaries set forth within these Bylaws.

9.2 Fiscal Year of the Association

Commencing on August 1 and ending on July 31 of the following year.

9.3 Seal of the Association

- a. The seal of the Association shall be under the control of the Secretary.
- b. The seal shall be affixed to such documents as require it.
- c. Where a document is embossed with the seal, it shall be signed by a least two (2) members of the executive.

9.4 Code of Conduct

The Board shall have and maintain a Code of Conduct Policy that may be changed from time to time by the Board.

9.5 Conflict of Interest

The Board shall have and maintain a Conflict of Interest Policy that may be changed from time to time by the Board.

9.6 Inspection of the Books and Records

- a. The books and records of the Association may be inspected by any member of the Association at any time at the registered office of the Association upon giving reasonable time of thirty (30) days and arranging a time satisfactory to the Executive member(s) having charge of same.
- b. Any person who is not a member of the Association has no rights to inspect any book or record or document of the Association except as conferred by law or authorized by the Board.

9.6.1 Audits

A duly qualified Accountant or other alternative as prescribed by the Societies Act shall audit the books, accounts and any other records of the Association at least once per fiscal year. Such auditor, at the Annual General Meeting of the Association, shall submit a complete and proper statement of the standing of the books for the previous fiscal year.

- i. The books, accounts and records of the Association shall be audited annually by a duly qualified accountant or by two Voting Members elected for that purpose at the Annual General Meeting, provided that there is no requirement that such a Voting Member be a duly qualified accountant. The Board will determine any remuneration for such services in the discretion of the Board acting reasonably. However, any such auditor or Voting member may not be:
 - a. a Director;
 - b. Legally Related Person to a Director; or
 - c. any person who is a business partner or employee of a Director
- ii. The audit report shall provide a complete and proper statement of the standing of the books for the preceding Fiscal Year. It shall include:
 - a. a statement of whether the auditor has had access to the information required to prepare the audit report;
 - b. a statement of whether the balance sheet and income statement provide an appropriate representation of the financial affairs of the Association; and

- c. a clear identification of any exceptions discovered during the conduct of the audit

9.7 Expenditures

- a. The Board must approve all expenditures, but any expenditure may be approved by acceptance and approval of an annual budget by the Board.
- b. The Board shall have and maintain a Financial Management Policy that may be amended from time to time by the Board.
- c. All funds of the Association shall be applied only to carrying out the objective(s) of the Association and in accordance with the approved annual budget of the Association and no member may derive any monetary benefit from such monies except for:
 - i. The payment of salary or wages to DRCA employees
- d. The Board must approve all expenditures unless accepted and approved in an annual budget including but not limited to
 - i. Compensation paid for services rendered by a Member if the Member is acting in a capacity other than as a Director and the compensation is less than or equal to what an arm's length party would pay for the services;
 - ii. Reimbursement to any Member for out-of-pocket expenses incurred in the service of the DRCA needs to be approved by the Board
 - iii. Expenditures not listed in the budget and require approval by the Board and the approval process therein is outlined in the Financial Management Policy.

9.8 Special Resolution

The Association may not borrow any funds without specific authorization through a Special Resolution at an Annual General Meeting or Special Meeting.

9.9 Signing Authority:

Operations accounts may be established for any committee or for routine operations of the Association, to which the Board may transfer funds or allow funds to remain for approved budget expenditures. Other accounts may be created and maintained according to the regulations of the Alberta Gaming and Liquor Commission. All other funds are to remain in the general account of the Association. Any two of the following shall sign all cheques, provided they are registered as an official signing authority on that account:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

9.9.1 Dual Signing Authority

Any two members of the Executive Committee are authorized on behalf of the Association to sign securities or instruments held by the Association.

9.10 Accounting Policy

The DRCA follows accounting practices that conform to standard accepted accounting principles.

9.11 Bylaw Supremacy

Where ambiguity exists between these Bylaws and a Board approved policy, the Bylaws shall supersede the interpretation of any such policy.

9.12 Bylaw Interpretation

Where ambiguity exists in the interpretation of these Bylaws, such ambiguity may be resolved by an affirmative vote of at least two-thirds (2/3) vote of the Board of Directors.

9.13 Other Bylaw Matters

In the event of matters arising that are not covered by the Bylaws of the Association, the Board will determine through at least a two-thirds (2/3) affirmative vote of its Board members how to deal with such items in the best interest of the Association.

Article 10 Minute Book

- a. The Directors will ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or law be regularly and promptly kept.
- b. The Secretary or other board member as directed by the Board will maintain, have charge of the Minute Book of the Association, and will record or cause to be recorded in it the Minutes of all proceedings of all Board Meetings, Special Board Meetings, Executive Committee Meetings, General Meetings, Annual General Meetings and Special General Meetings.
- c. The Minute Book and its documents shall be kept at or by the Head Office of the Association for a minimum of 8 years.

10.1 The Minute Book contents:

- a. Certificate of Incorporation
- b. A copy of the Bylaws and any special resolution altering the Bylaws
- c. Copies of all documents, registers and resolutions required by law
- d. Copies of all audited financial statements of the Association
- e. Copies of all other documents directed to be inserted into the Minute Book by the Board from time to time

Article 11 Amendments

- a. The Bylaws of the Association may be changed, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of the Association.
- b. Any changes, alterations, or additions come into affect only after approval by the Corporate Registry of Alberta.
 - i. The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- c. Amendments will be passed by having at least a three-quarters (75%) affirmative vote of its members how to deal with such items in the best interest of the Association
- d. In order to change the By-Laws – quorum must be met to vote in favour of the Special Resolution.

Article 12 Protection and Indemnity of the Board Members

- a. The Association shall indemnify a Board Member of the Association, a former Board Member of the Association, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding, including an action by or on behalf of the Association, to which he or she is made a party by reason of being or having been a Board Member of the Association if
 - i. he or she acted honestly and in good faith with a view to the best interests of the Association; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that the conduct was lawful.
- b. A Board Member shall not be entitled to be indemnified by the Association as provided for in Article 10 in the case of a civil, criminal or administrative action or proceeding brought against the Board Member by or on behalf of the Association PROVIDED THAT the Board Member shall nevertheless be entitled to indemnity from the Association if the said Board Member:
 - i. was substantially successful on the merits of his or her defense of the action or proceeding; and
 - ii. fulfills the conditions set out in Article 12

- c. The provisions for indemnification contained in the by-laws of the Association shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Board Members, the *Societies Act* or otherwise, and shall be in addition to such rights, if any.
- d. No Board Member or Member of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board Member, Member, agent, employee or contractor of the Association and, without limiting the generality of the foregoing, the Board shall be entitled to rely on the accuracy of any statement or report prepared by the Association's financial statement preparer and shall not be liable for any loss or damage as a result of acting upon that statement or report.
- e. Unless the same shall happen by or through his or her failure to act honestly and in good faith with a view to the best interests of the Association, no Board Member or Member shall be liable for any loss, damage or expense happening to the Association from:
 - i. the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects of the Association shall be lodged or deposited;
 - ii. any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings by any other person with any monies, securities or other assets belonging to the Association; or
 - iii. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her office as Board Member or Member of the Association.
- f. The Association will carry a policy of General Liability insurance to be renewed annually to protect its Members from liability and related claims in an amount and on terms deemed reasonable by the Board from time to time.
- g. The Association will carry a policy of Directors' and Executive Liability insurance to be renewed annually to protect Board Members and former Board Members from liability and related claims in an amount and on terms deemed reasonable by the Board from time to time.

Article 13 Distribution of Assets and Dissolution

13.1 Member remuneration

- a. The Association does not pay dividends or distribute its property among its members.

- b. In the event the Association is dissolved, members shall not receive any payment, compensation or any assets of the Association.

13.2 Assets and Liabilities

In the event of dissolution of the Association all assets and liabilities will become the property of the City of Calgary except as follows:

- a. Funds remaining that had been acquired by way of Gaming Events shall be distributed or returned in accordance with Alberta Gaming Regulations.
 - b. Funds remaining that had been acquired by way of grant applications shall be distributed or returned in accordance with the grantor's regulations.
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The Deer Run Community Association Society - Bylaws

Dated at the City of Calgary, in the Province of Alberta, this _____ day
of _____, 20__.

President

Witness

Address

Address

Vice-President

Witness

Address

Address

The Deer Run Community Association Society - Bylaws

Secretary

Witness

Address

Address

Treasurer

Witness

Address

Address