

KINGSLAND COMMUNITY ASSOCIATION
BY-LAWS

Adopted October 29, 2009
Amended and Adopted October 27th 2011
Amended and Adopted October 24th 2013
Amended and Adopted October 23th 2014
Amended and Adopted October 27th 2016

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1. Interpretation

1.01 Act

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

1.02 Defined Terms

In this By-law and all other By-laws of the Association unless the context otherwise requires:

“Act” means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made there under as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;

“Association” means the Kingsland Community Association;

“Board” means the Board of Directors of the Association as elected or appointed from time to time;

“By-laws” means the by-laws of the Association from time to time in force and effect;

“Community” means the area with boundaries as defined by the Board from time to time;

“Director” means a director of the Association;

“Family” means one or more individuals living at the same address;

“Member” means a Regular or Associate Member of the Association;

“Secretary” means the Secretary or any Assistant Secretary of the Association appointed by the Board.

1.03 In all the By-laws of the Association the singular shall include the plural and the plural the singular; the word “person” shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such status or section as the case may be.

2. Headings

2.01 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

3. Registered Office

3.01 The Association shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

(a) change the address of the registered office within Alberta;

(b) designate, or revoke or change a designation of, a records office within Alberta; or

(c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Association.

4. Membership

- 4.01 Membership fees, if any, in the Association shall be determined, from time to time, by the Board at a Directors' Meeting. The Board shall further have the ability to set the price of a membership based on an applicant's age, and to set a distinct price for memberships sold in a set. A maximum of two adults in each Family residing within the Community boundaries as defined by the Board from time to time may become Regular Members by payment of the fee and upon fulfilment of any other established membership requirements of the Association.
- 4.02 A Member shall be considered to be in good standing if the person has satisfied the requirements for membership as established by the Association.
- 4.03 A Member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary.
- 4.04 The membership year shall be from May 1st to April 30th with the exception of Soccer registration memberships which will run from March of one year until April 30th of the following year.
- 4.05 Any Member upon a minimum vote of 3/4 of the Board members present at a Directors' Meeting may be expelled from membership for any cause which the Board may deem advisable. A Member who has been recommended to be expelled shall be given notice by the Secretary of the Association at least one (1) week prior to the Directors' Meeting at which time said Member shall have the opportunity to be heard or to submit a statement in writing.
- 4.06 Any Member who has been expelled and declared to be not in good standing may, upon application for reinstatement to the Board, be reinstated by a majority affirmative vote of the Board.
- 4.07 Members may seek to resolve disputes, arising out of the affairs of the Association by appearing at a Directors' Meeting to seek resolution of the dispute acceptable to the Member and a majority of the Board. Failing an acceptable resolution the Member may pursue arbitration at his/her expense and the decision made shall be binding on all parties.
- 4.08 Any Family not residing within the Community boundaries as defined by the Board from time to time may become as Associate Member of the Association but that Family shall not be entitled to vote at meetings or to serve on the Board.

5. Meetings

- 5.01 The Annual General Meeting (AGM) of the Association shall be held on or before October 31 of each year. Due notice shall be given to all Members twenty-one (21) days prior to the meeting date by method(s) of communication as deemed appropriate by the Board.

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The Board may call an AGM meeting:

- a) In-person**
- b) A virtual meeting**
- c) Combined virtual and in-person meeting**

If the board chooses to call a meeting by virtual means - a member in good standing with the association; (i.e. membership current), can request by email or telephone at any time after the agenda is issued up to one day in-advance of the meeting to join a scheduled virtual meeting. Otherwise, each request may be handled at discretion of meeting organizer.

5.02 The business of the Annual General Meeting shall include:

- (a) The President's Report of the year's activities;
- (b) The Treasurer's Report and the Audited Financial Statements;
- (c) Election or appointment to the Board not including the immediate Past President for the ensuing term;
- (d) Reports from the Standing Committees, if any;
- (e) Any other business of the Association except that no vote shall be taken upon any matter for which notice of a special resolution is required unless such notice has been given.
- (f) The order of business of the Annual General Meeting shall be at the discretion of the Chairman of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Association shall precede the election of the Board.

5.03 A Special General Meeting shall be called by the President or Secretary upon receipt by him/her of a petition signed by twenty (20) or more of the Regular Members in good standing, setting forth the reasons for calling such meeting, of which meeting due notice shall be given to all Regular Members fourteen (14) days prior to the meeting date.

5.04 A General Meeting of the Members of the Association may be called by the board when deemed necessary. Notice of such meeting shall be made on the same basis as for the AGM.

5.05 A quorum at the AGM or at a Special General or General Meeting shall consist of fifteen (15) Regular Members in good standing.

5.06 Elections for the Board shall be held at the Annual General Meeting.

5.07 The presiding Board shall, one (1) month prior to the Annual General Meeting, appoint a nominating committee consisting of a minimum of two (2) members of the Board. The committee shall prepare a slate of nominations of Regular Members for Directors to be presented to the Board, prior to presentation at the Annual General Meeting. The slate of nominations shall be presented to the membership for voting. Nominations from the floor for

position as a Director shall be accepted. The election will be by a show of hands unless a ballot is requested by any Regular Member.

5.08 Every Regular Member in good standing is entitled to one (1) vote.

5.09 In a poll, votes will be given personally.

5.10 Officers shall be elected by the members present at the AGM, provided that in default of such election the then incumbents being members of the Board, shall hold office until their successors are elected.

5.11 Notices or communications shall be given and deemed to have been received by one or more of the following means:

(a) mail;

(b) email;

(c) Association newsletter;

(d) public display/billboard;

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(e) Website

(f) Facebook

(g) Other Electronic devices

at least one of which shall be a minimum of twenty-one (21) days prior to the meeting.

5.12 Any meeting of the Association or of the Board may be adjourned at any time and the business may be transacted at the rescheduled meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any rescheduled meeting.

5.13 In the events of matters rising not covered by the By-laws, rules will be applied as stated in "Roberts Rules of Order."

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5.14 Virtual Meetings

If the Board chooses to call a virtual meeting; they may do so using any software that permits all participants to communicate adequately with each other during a meeting of board members;

If the board chooses to call a virtual meeting, board members have a voting right.

If the Board chooses to call a virtual meeting; any meeting minutes can be approved virtually.

A member in good standing with the association; (i.e. membership current), can request by email or telephone at any time after the agenda is issued up to one day in-advance of the meeting to join a virtual scheduled meeting. Otherwise, each request may be handled at the discretion of meeting organizer.

6. Directors and Officers

6.01 The affairs of the Association shall be managed by a Board of not less than six (6) directors, each of whom at the time of his/her election and throughout his/her term of office shall be a Regular Member of the Association. Each Director shall be elected to hold office until the Annual General Meeting, or until his/her successor shall have been duly elected or appointed. The election shall be by a show of hands unless a ballot is demanded by any Regular Member. Any director or officer, upon a 2/3 majority vote of all members in good standing at a General or Special General meeting, may be removed from office for any cause which the society may deem reasonable. Any director or officer, upon a unanimous vote of all Directors at a Board meeting, may be removed from office for any cause which the Board may deem reasonable.

In between meetings, Board members can perform an “email vote” on urgent items. Information regarding the vote content will be sent out to all Board members by the Secretary who will track the vote and notify the Board members of the results and the following action. This vote will be registered by the Secretary and entered into the Minutes of the following meeting.

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The original email votes will be attached to the approved minutes as record.

6.02 The board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association, and meetings of the Board shall be held as often as the business of the Association shall require, and at least six (6) times per year, and shall be called by the President. A special Directors' meeting may be called on the instructions of any two (2) members of the Board, provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Directors' meetings shall be called by a minimum of fifteen (15) days' notice. Three (3) elected or appointed Directors shall constitute a quorum at a Directors' meeting. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called Directors' Meeting; otherwise such business shall be null and void.

6.03 Officers

The Officers of the Association shall consist of:

President,

Vice President,

Secretary, and

Treasurer, or

Secretary/Treasurer, and

Past President.

6.04 President

The president shall, when present, preside at all meetings of the Association and shall be an ex-officio member of all committees. The President shall prepare and issue notices of meetings. The President shall prepare and issue agendas for all Directors' meetings. The President shall be the official spokesperson for the Association. The President will retain copies of correspondence for furtherance to his/her successor. He/she will be the primary signing authority for the Association. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.

It should be recognized by all Board members that the President is Spokesperson for the Community Association and all Board members have to have his/her or the Board's approval before speaking with any outside party on business arising from a meeting or any other area. Information given to any news media or newspaper must be by the President or his/her designated spokesperson.

6.05 Vice-President

The Vice-President shall act as President in the absence of the President and support him/her in carrying out his/her responsibilities.

6.06 Secretary

It shall be the duty of the Secretary to attend meetings of the Association and of the Board, and to keep accurate minutes and copies of these Minutes. Copies of all Approved Minutes shall also be kept in the Registered Office of the Association, 505 – 78th Avenue S.W., Calgary, Alberta T2V0T3. . In case of the absence of the Secretary, the required duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have, as well as the Registered Office, charge of all the Approved Minutes of the Association and shall be under the direction of the President and the Board.

6.07 Treasurer

All monies received in the Association name will be sent to the Registered Office, 505 - 78th Avenue S.W., Calgary, Alberta T2V0T3 to be date stamped by the Office Manager. The Office manager will deposit same in whatever financial institution the Board may order. The Treasurer will receive copies of all such transactions in a timely manner. The Treasurer shall promptly account for the funds of the Association. The Bookkeeper shall keep such books as may be directed. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for

submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. A record of all Members of the Association and their address will be kept in the Registered Office.

6.08 Past President

The Past President, if willing, shall provide continuity in the Board.

6.09 Other Directors

Other Directors will act in a position of trust for the Community and be responsible for the effective governance of the organization. They will take on responsibilities either personally or as a Committee chairperson for a specific area of interest (e.g. Traffic, Sports, Development, etc.). They will keep the Board apprised of their activities by reports at Directors' meetings.

6.10 No Board member or members shall take it upon themselves to commit the resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted Directors' meeting.

6.11 Vacancies on the Board, however caused, so long as three (3) Directors remain 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. If there are not three (3) Directors, the remaining Directors shall forthwith call a General Meeting of the Members to fill the vacancies.

6.12 If any member of the Board shall resign his/her office, or without reasonable excuse absent him/herself from three (3) or more Directors' meetings, or be suspended or expelled from the Association, the Directors may declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General Meeting.

6.13 The Directors shall have the power by a vote of a minimum of three-quarters (3/4) of the Board present to expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who wilfully commits a breach of the By-laws of the Association. No Member shall be expelled or suspended without being notified of the charge or complaint against her/her or without having first been given an opportunity to be heard by the Board at a Directors' meeting, and having been notified at least one (1) week in advance of the meeting by the Secretary.

6.14 There shall be a President, a Vice-President, a Secretary, a Treasurer, or Secretary/Treasurer or such other officers as the Board may determine from time to time.

6.15 In the absence of the President, his/her duties may be performed by the Vice-President and in his/her absence, such other Director as the Board may from time to time appoint for the purpose. In the absence of the Vice-President or other officers, their duties may be performed by such other Director as the Board may from time to time appoint for the purpose.

6.16 Questions arising at any Directors' meeting shall be decided by a majority of votes. All such votes at any such meeting shall be taken by a show of hands or by ballot if so demanded by any Director present. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.17 Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his heirs, executives, and administrators and estate and effect respectively shall from time to time and at all times be indemnified and saved harmless through insurance from and against all costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him/her for in respect of any acts, deed, matter or thing whatsoever made, done, or permitted by him/her or any other Director or Directors in or about the execution of his/her or their office, and also from and against all other costs, charges and expenses which he/she sustains or occurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by his/her own wilful neglect or default.

6.18 Except in respect of an action by or on behalf of the Association or body corporate to procure a judgment in its favour, the Association shall indemnify a Director or officer of the Association, a former Director or officer of the Association or a person who acts or acted at the Association's request as a Director or officer of a body corporate of which the Association is or was a Member or creditor, and his 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 in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Association or body corporate, if:

(a) he acted honestly and in good faith with a view to the best interests of the Association; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

6.19 A resolution in writing signed by a majority of Directors personally shall be valid and effectual as if it had been passed at a Directors' meeting duly called and constituted. A resolution distributed by email and responded to in the affirmative by a majority of Directors shall be valid and effectual as if it had been passed at a Directors' meeting duly called and constituted. Any resolution so proposed shall be included in the minutes of the next regularly scheduled Directors' meeting.

6.20 The member of the Board shall receive no remuneration for acting as such and no Director or officer who is also a Director shall directly or indirectly receive any monetary 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 By-laws and jeopardize the status of the Director according to the aforementioned procedure.

6.21 The Board may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the Objects 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.

6.22 The Regular Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the Special Meeting elect any person in his/her stead for the remainder of his/her term. A Director who has been recommended for suspension shall be given notice by the Secretary of the Association at least one week prior to a Special Meeting at which the said director shall have an opportunity to be heard or to submit a statement in writing.

6.23 A Director who is a party to a material contract or proposed material contract with the Association, or is a Director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association shall disclose fully the nature and extent of his interest. No such Director of the Association shall vote on any resolution to approve such contract. If a material contract is made between the Association and one or more of its Directors or officers, or between the Association and another person of which a Director or officer of the Association is a Director or officer or in which he has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a Directors' Meeting or committee of Directors that authorized the contract, and (ii) a Director or officer or former Director or officer of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director or officer, if the Director or officer disclosed his interest in accordance herewith and the contract was approved by the Board or the Members and it was reasonable and fair to the Association at the time it was approved.

6.24 No Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith with a view to the best interest of the Association, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein constrained shall relieve a Director or officer from the duty to act in accordance with the Act or relieve him from liability under the Act. The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any Director or officer of the Association shall be employed by or shall perform services for the

Association otherwise than as a Director or officer or shall be a member of a firm or a member, Director or officer of a body corporate which is employed by or performs service for the Association the fact of his being a Member, Director or officer of the Association or body corporate or member of the firm shall not disentitle such Director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

7. Finance, Accounts, and Audit

7.01 The books, accounts and records of the Treasurer shall be audited at least once a year and will consist of a review of the Financial Statements by a duly qualified accountant or by two members of the Association appointed for that purpose by the Board of Directors. Their statement of the review of the financial statements and related records for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year of the Association shall end on a day in each year to be fixed by the Board.

7.02 All individual expenditures over \$1,000.00 must be approved by the Board. Expenditures up to \$1,000 may be made at the discretion of the Executive. Any expenditure must be approved by acceptance and approval of a budget by the Board, except that non-budgeted expenditures up to \$1,000 may be approved at the discretion of the Executive in urgent circumstances. Approval of expenditures of \$1,000.00 or less shall be the responsibility of the two (2) Directors who sign the reimbursement cheque.

7.03 All funds are to remain in the general or investment accounts of the Association. Any two of the following shall sign all cheques on the general account with the provision that any cheque payable to any of the following shall not be signed by him/herself.

President

Vice-President

Treasurer

Secretary

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E-Transfers proposed

The association will accept e-transfer of monies to be deposited in the general account from daily operations.

7.04 No money shall be borrowed by the Association except with the approval of a special resolution by the Regular Members of the Association.

8. Seal

8.01 The seal shall be kept in the Registered Office of the Association, 505 – 78th Avenue S.W., Calgary, Alberta T2V 0T3.

The Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be appointed by the Board.

9. Alteration of By-laws

9.01 The By-laws of the Association will not be altered or added to except by a Special Resolution of the Association.

9.02 "Special Resolution" means:

(a) a resolution passed

(i) at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and

(ii) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person.

(b) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or

(c) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

10. Minute Book

10.01 The Board will ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and promptly kept.

10.02 The Secretary or other officer directed by the Board will record or cause to be recorded the Minutes of all proceedings of all meetings of Members and Directors – the original copies of the Approved Minutes will be held in the Registered office of the Association, 505 – 78th Avenue S.W., Calgary, Alberta T2V 0T3 also with the Secretary of the Association.

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See minor change above in red.

Propose to Remove

Removed the wording above “also with The Secretary of the Association” does not need to keep another record of the minutes as they are backed up in google drive.

Proposed Change

Records of the approved minutes with attachments must be sent to google cloud for backup record keeping.

10.03 The Minute book will contain the following information and be held in the Registered Office of the Association, 505 - 78th Avenue S.W., Calgary Alberta T2V 0T3

- (a) Certificate of Incorporation;
- (b) A copy of the Objects of the Association, and any special resolution altering the Objects
- (c) A copy of the By-laws and any special resolution altering the By-laws;
- (d) Copies of originals of all documents, registers and resolutions required by law;
- (e) Copies of originals of all financial statements prepared by the auditor of the Association;
- (f) Copies of all other documents directed to be inserted into the Minute Book by the Board.

11. Inspections

11.01 The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided herein or at any time at the registered office of the Association 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 time have access to such books. No Family not being a Member of the Association has any rights of inspecting any accounts or books or documents of the Association except as conferred by law or authorized by the Board.

12. Distribution of Property

12.01 Upon the dissolution of the Association and after the payment of all debts and liabilities, and subject to the License of Occupation, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.