

BRIDGELAND –RIVERSIDE COMMUNITY ASSOCIATION 1995 BYLAWS
Amended 2000

ARTICLE 1- INTRODUCTION

1.1 Name

The name of the Society is the Bridgeland-Riverside Community Association, which may also be referred to as “BRCA”, or the Association.

1.2 Headings

Headings are for convenience only and do not affect the interpretation of these Bylaws.

1.3 The Bylaws

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

ARTICLE II- BOUNDARIES

2.1 BRCA Boundaries

The boundaries of the BRCA shall be within the City of Calgary as follows:

- a) North Boundary- 8th Avenue Northeast (the south side) to 7th Avenue Northeast Extension.
- b) South Boundary-North side of the Bow River
- c) East Boundary- Nose Creek
- d) West Boundary- 1st Street Northeast (east side)

ARTICLE III- MEMBERSHIP

3.1 Classifications of Membership

There are six (6) classifications of membership:

- a) Individual
- b) Senior
- c) Family
- d) Associate Individual
- e) Associate Family
- f) Group
- g) Honourary

3.1.1 Individual Members

To become an individual member, such person must:

- a) Be a resident of Bridgeland-Riverside
- b) Have attained the age of eighteen (18) years
- c) Pay the annual membership fee designated for an individual Member

3.1.2 Senior Members

To become a Senior Member, such person must:

- a) Be a resident of Bridgeland-Riverside
- b) Have obtained the age of sixty (60) years
- c) Pay the annual membership fee designated for a Senior Member

3.1.3 Family Members

Family Members shall include up to two (2) adults per household and all children up to the age of eighteen (18) years. To become Family Members, such persons must:

- a) Be residents of Bridgeland-Riverside and reside in the same household
- b) Pay the annual membership fee designated for Family Members

3.1.4 Associate Members

To become an Associate Member, such person must pay the annual membership fee designated for an Associate Member

3.1.5 Associate Family Members

Associate Family Members shall include up to two (2) adults per household and all children up to the age of eighteen (18) years. To become Associate Family Members, such persons must:

- a) Reside in the same household
- b) Pay the annual membership fee designated for Associate Family Members

3.1.6 Group Members

Group Members shall consist of up to twenty (20) Associate Members who must designate themselves as a “group”. To become a Group Member, such group must pay the annual membership fee designated for Group Members

3.1.7 Honorary Members

An individual who has given continuous or extraordinary service to the community, city, or country may have an Honorary Life Membership conferred upon him/her by the Board of Directors and, subject to residency requirements, may either be conferred as a Community Honorary Member if such Member resides within the designated boundaries of Bridgeland-Riverside, or as an Associate Honorary Member if such Member does not reside within the designated boundaries of Bridgeland-Riverside

3.2 Membership Fees

3.2.1 Membership Year

The membership year is one calendar year from the date of purchase of the membership

3.2.2 Setting Membership Fees

The Board of Directors shall determine the annual membership fees upon the recommendation of its appointed committee holding responsibility for this duty

3.2.3 Payment Date for Fees

The annual membership fee is due and payable on the date of purchase and/or the date of expiry

3.3 Voting Rights

3.3.1 Voting Members

Members who are eligible to vote at General Meetings of the Association are:

- a) Individual Members
- b) Senior Members
- c) Adult Family Member
- d) Community Honourary Members

3.3.2 Number of Votes

A voting Member, present in person, is entitled to one vote at a General Meeting of the Association

3.4 Suspension of Member

3.4.1 Decision to Suspend

The Board of Directors is empowered to suspend a Member until the next regular scheduled meeting of the Board of Directors. The Board may suspend a Member for not more than six (6) months, for one or more of the following reasons:

- a) The conduct of the Member is injurious to the character, interest or good order of the BRCA
- b) Any Member commits a breach of the Bylaws, Policies, or Rules & Regulations
- c) The Member has disrupted meetings or functions of the Association

3.4.2 Notice of Suspension to Member

3.4.2.1 The Board of Directors shall inform the Member by written notice of the reason(s) for suspension

3.4.2.2 The Member shall be given an opportunity to be heard by the Board at its next regular Board Meeting or at a Special Meeting of the Board called for that purpose and the specific time and place for the hearing shall be stated in the notice

3.4.2.3 All notices shall be sent by double registered mail to the last known address of the Member shown in the records of the Association, or notice may be delivered by an Officer of the Board at least seven (7) days prior to the meeting of the Board. In the case of Family Members, the notice requirements shall be fully met if notification is given to one of the voting Family member

3.4.3 Decision of the Board

3.4.3.1 The Member may appear on his/her behalf or with a representative before the Board to address the complaint(s). the meeting of the Board shall be a closed or “in camera” session

3.4.3.2 The Board shall determine how the matter will be dealt with and may limit the time given the Member to address the Board

3.4.3.3 The Board shall deliberate and make its decision without the Member present

3.4.3.4 The vote to suspend the Member shall be by secret ballot and passed by a two-thirds (2/3) majority vote. The decision of the Board shall be final.

3.4.3.5 The Member shall be informed in writing of the decision of the Board within seven (7) days of the meeting

3.4.3.6 The Member shall not receive a refund of fees during a period of suspension nor have any voting rights in the Association

3.5 Termination of Membership

3.5.1 Resignation

Any Member may resign from the BRCA by sending or delivering a written notice to the General manager, Secretary or President , and on the day of receipt, the Member’s name shall be removed from the Register of Members

3.5.2 Deemed Withdrawal

Any Member who is in arrears for fees or assessments shall not be entitled to any membership rights or privileges.

3.6 Expulsion of Member

3.6.1 Decision to Expel

The Board of Directors may vote to expel a Member by a three-fourths (3/4) majority vote by secret ballot for one or more of the following reasons:

- a) If the conduct of the Member is injurious to the character, interests or good order of the BRCA
- b) If any Member commits a breach of the Bylaws, Policies or Rules & Regulations
- c) If the Member has disrupted meetings or functions of the Association

3.6.2 Notice of Expulsion to Member

3.6.2.1 The Board shall inform the Member by written notice of the reasons for expulsion and shall ask for the Member’s resignation within seven (7) days. From the

- receipt of this notice, the Member shall ask have no rights or privileges of a Member, except, that he/she shall be granted the right of an appeal process
- 3.6.2.2 If the Member does not resign, the Member shall be given an opportunity to be heard by a Mediation Review Panel as appointed by the Federation of Calgary Communities
- 3.6.2.3 All notices shall be sent by double registered mail to the last known address of the Member 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. In the case of Family Members, the notice requirements shall be fully met if notification is given to one of the voting Family Members.

3.6.3 Decision of the Mediation Review Panel

- 3.6.3.1 The Member may appear on his/her behalf or with a representative before the Panel to address the complaints.
- 3.6.3.2 The Panel shall determine how the matter will be resolved
- 3.6.3.3 The Panel shall deliberate and shall make a recommendation to the Board
- 3.6.3.4 The Board shall vote on the recommendation of the Panel. If by three-fourths (3/4) majority vote, it is decided to expel the Member, the Member shall be notified within seven (7) days of the decision. The decision is final
- 3.6.3.5 The member shall not receive a refund of fees if expelled.

ARTICLE IV MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting

- 4.1.1 The Association shall hold its Annual General Meeting no later than April 30th of each calendar year in Calgary, Alberta. The Board shall set the place, day and time of the meeting.
- 4.1.2 The Board shall ensure that each Member receives notice of the Annual General Meeting by placing an announcement in the Association newsletter and/or by posters placed throughout the community at least twenty one (21) days in advance of the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting
- 4.1.3 Quorum- a quorum shall consist of fifteen (15) voting members

4.2 Special General Meeting

- 4.2.1 Calling of a Special General Meeting-a Special General Meeting may be called at any time:
- a) By resolution of the Board of Directors to that effect
 - b) On written request of at least five (5) Directors to the Secretary. The request must state the reason for the Special General Meeting
 - c) On written request of at least twenty five (25) of the Voting Members to the Secretary. The request must state the reason for the Special General Meeting and/or the motion(s) intended to be submitted at the Special General Meeting.

4.2.2 Notice

Within one week of receipt of the written request for the Special General Meeting, the Secretary will mail or deliver a notice to each Member which shall be at least twenty one (21) days before the Special General Meeting. This notice will state the place, date, time and purpose of the Special General Meeting

4.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting shall be considered

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting

4.3 Proceedings at the Annual General Meeting or a Special General Meeting

4.3.1 Failure to Reach Quorum

If a quorum is not present within one half (1/2) hour after the set time of the scheduled meeting, the meeting shall proceed with the Members in attendance provided there is an agreement by a simple majority to hold the meeting. If not agreed, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present, the rescheduled meeting will proceed with the Members in attendance

4.3.2 Presiding Officer

4.3.2.1 An independent Chair, not excluding the eligibility of any individual, Member or otherwise, is appointed by resolution of the Board of Directors to chair a General Meeting of the Association

4.3.2.2 If the independent chair is not present within one half (1/2) hour after the set time for the General Meeting, the Members present shall appoint a Chair.

4.3.3 Adjournment

4.3.3.1 The Chair may adjourn any General Meeting with the consent of the Members of the meeting. Any business may be dealt with at the adjourned meeting in accordance with the original notice

4.3.3.2 The persons who formed the quorum at the original meeting are not required to form the quorum at the adjourned meeting

4.3.3.3 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days

4.3.4 Voting

4.3.4.1 Each Voting Member will receive a voting card. A show of cards decides every vote at every General Meeting. A secret ballot shall be used for suspensions, terminations, contested elections and any other resolutions as the Members decide

4.3.4.2 The Chair, if eligible to vote, votes only in the case of a tie vote

4.3.4.3 A Voting Member may not vote by proxy

- 4.3.4.4 A simple majority of the Voting Members present decides each issue and resolution, unless otherwise stated in these Bylaws
- 4.3.4.5 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution in the minutes of the Association

4.3.5 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- a) Accidental omission to give notice to any Member
- b) Any Member not receiving notice
- c) Any error in any notice that does not affect the meaning

4.4 Proposed Projects

Proposed projects within the boundaries of the Association for development, redevelopment, and rezoning may be put forward for approval or disapproval by the Members at any General or Special Meeting. Any person who has a material interest or is an agent of the government body making the final decision on the project may present the proposal to the Members but he/she shall not be present for debate or for any vote by the Members with respect to the proposal.

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

The Board of Directors governs and manages the affairs of the Association. The Board may hire such employees or agents as it deems necessary to carry out management functions and other duties under the direction and supervision of the Board.

5.1.2 Responsibilities

Every Director in exercising his/her powers and duties shall:

- a) Act honestly and in good faith with a view to the best interests of the Association
- b) Exercise the care, diligence and skill that a reasonable, careful person would exercise in similar circumstances

5.1.3 Powers and Duties of the Board of Directors

The powers and duties of the Board of Directors include but are not limited to:

- a) Promoting the objects of the Association
- b) Promoting membership in the Association
- c) Hiring and dismissing employees to operate the Association
- d) Regulating employees' duties and setting their salaries
- e) Maintaining and protecting the Association's assets and property
- f) Approving an annual budget for the Association
- g) Paying all expenses for operating and managing the Association
- h) Paying persons for services and protecting members from debts of the Association
- i) Investing any extra monies

- j) Financing the operations of the Association, and borrowing or raising monies subject to any lease agreements
- k) Making policies for managing and operating the Association
- l) Approving all contracts for the Association
- m) Maintaining all accounts and financial records of the Association
- n) Appointing legal counsel as necessary
- o) Making policies, rules, and regulations for operating the Association and using its facilities and assets
- p) Without limiting the general responsibility of the Board, delegating its powers and duties to employees of the Association

5.1.4 Composition of the Board

The number of Directors shall be not less than seven (7) and not more than thirteen (13). This number will be decided by resolution of the Board one (1) month prior to the Annual General Meeting

5.1.5 Election of a Director

A Director shall be elected at the Annual General Meeting for a one (1) year term. The President, Vice President, Secretary and Treasurer shall be elected for a two (2) year term.

5.1.6 Nominations

A slate of candidates may be presented but nominations for each position will also be received from the floor of the Annual General Meeting.

5.1.7 Automatic Removal of a Director

5.1.7.1 The office of a Director shall be automatically vacated if:

- a) A Director resigns his/her office by delivering a written resignation to the Secretary of the Board (effective upon receipt by the Secretary)
- b) He/she ceases to be a voting Member of the Association
- c) He/she fails to attend three (3) consecutive meetings of the Board unless such failure is excused by the Board

5.1.7.2 Removal from Office

5.1.7.2.1 Decision to Remove

The Board of Directors may remove from office a Director by a three-fourths (3/4) majority vote by secret ballot for one or more of the following reasons:

- a) The conduct of the Director is injurious to the character, interests or good order of the BRCA
- b) The Director commits a breach of confidentiality of proceedings, the Bylaws, Policies or Rules & Regulations
- c) The Director has disrupted meetings or functions of the Association

5.1.7.3 Notice of Removal of a Director

- 5.1.7.3.1 The Board shall inform the Director 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 shall have no rights or privileges of a Director except that he/she shall be granted the rights of an appeal process
- 5.1.7.3.2 If the Director does not resign, the Director shall be given an opportunity to be heard by a Mediation Review Panel as appointed by the Federation of Calgary Communities
- 5.1.7.3.3 All notices shall be sent by double registered mail to the last known address of the Director 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

5.1.7.4 Decision of the Mediation Review Panel

- 5.1.7.4.1 The Director may appear on his/her behalf or with a representative before the Panel to address the charge(s)
- 5.1.7.4.2 The Panel shall determine how the matter will be resolved
- 5.1.7.4.3 The Panel shall deliberate and shall make a recommendation to the Board
- 5.1.7.4.4 The Board shall vote on the recommendation of the Panel. If by three-fourths (3/4) majority vote it is decided to remove the Director from office, the Director shall be notified within seven (7) days of the decision. This decision is final.

5.1.8 Meetings of the Board

- 5.1.8.1 The Board holds at least ten (10) meetings each year
- 5.1.8.2 The President calls the meetings. The President also calls a Special Board Meeting if any two (2) Directors make a request in writing and states the purpose of the meeting
- 5.1.8.3 Ten (10) days notice for Board meetings must be given to each Director. There may be two (2) days notice by telephone, modem or fax. Board Members may waive notice
- 5.1.8.4 Four (4) Directors, present in person, at any Board meeting shall constitute a quorum
- 5.1.8.5 If there is no quorum, the President adjourns the meeting to the same time, place and day the following week. Four (4) Directors present at this later meeting shall constitute a quorum, and the meeting shall proceed with or without a quorum
- 5.1.8.6 Each Director has one vote, except the Chair, who only votes in the case of a tie
- 5.1.8.7 BRCA Members and the general public may attend all Board meetings unless a majority of Board Members agree that a particular meeting, or portion thereof, is to be closed to non-Board members
- 5.1.8.8 All Directors may agree to and sign a resolution and a resolution signed and transmitted by fax shall be as valid as if the signature of the Director was an original. This resolution, if unanimous, is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is regarded as passed.

5.1.8.9 If there is a vacancy, including the Officers, on the Board, the remaining Directors may appoint a Member to fill that vacancy for the remainder of the term.

5.2 The Officers

The Officers of the Association are the President, Vice President, Secretary, and Treasurer who shall be elected for a two (2) year term at the Annual General Meeting

5.2.1 Duties of the Officers of the Society

5.2.1.1 The President

- a) Supervises the affairs of the Board
- b) When present, chairs all meetings except as otherwise stated in these Bylaws
- c) Acts as the spokesperson for the Association
- d) Carries out any other duties assigned by the Board

5.2.1.2 The Vice President

- a) Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairman for the meeting.
- b) Replaces the President at various functions when asked to do so by the President or the Board
- c) Ensures that the Bylaws, policies and procedures are kept up to date
- d) Carries out any other duties assigned by the Board

5.2.1.3 The Secretary

- a) Attends all meetings of the Society, the Board and Executive Committee
- b) Keeps accurate minutes of these meetings
- c) Has charge of the Board's correspondence
- d) Ensures a record of names and addresses of all Members of the Association is kept
- e) Ensures all notices of various meetings are sent
- f) Keeps the Seal of the Association
- g) Files the annual return, changes in the Directors of the Association, and amendments to the Bylaws and other incorporating documents with the appropriate organizations and/or authorities
- h) Carries out any other duties assigned by the Board

5.2.1.4 The Treasurer

- a) Ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board
- b) Ensures a detailed account of revenues and expenditures is presented to the Board as requested
- 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) Ensures that all financial records are accurately kept and filed with the appropriate organizations and/or authorities

- e) Ensures annual fees are collected and deposited
- f) Carries out any other duties assigned by the Board

5.3 Board Committees

Directors may appoint advisory, standing and/or special committees to make recommendations to the Board

5.3.1 Reporting Structure

Committees report to the Board of Directors. Positions or actions proposed by Board Committees must either follow existing guidelines or receive Board approval before implementation

5.3.2 Membership

Members of the BRCA Committees must be members of the Association

5.3.3 Voting

Members who are eligible to vote at BRCA meetings are voting members of the Association. Voting members of the Association include: Individual Members, senior Members, Adult Family Members, and Community Honourary Members

5.3.4 Advisors/ Volunteers

Notwithstanding the above, a chair of a BRCA Committee may from time to time include a Special or Technical Advisor or other volunteer on a BRCA Committee who may not be a Member of the Association. Advisors or other volunteers who are not members of the Association as described in 5.3.3, are not eligible to vote at BRCA Committee meetings

5.4 The Executive Committee

5.4.1 The Executive Committee consists of the President, Vice President, Secretary and Treasurer

5.4.2 The Executive Committee is responsible for:

- a) Carrying out emergency and unusual business between Board meetings
- b) Submitting for ratification its actions to the Board
- c) Carrying out any other duties as assigned by the Board

ARTICLE VI- FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The registered office of the Association is located in Calgary, Alberta as determined by resolution of the Board

6.2 Finance and Auditing

6.2.1 The fiscal year of the Association ends on December 31st of each year

6.2.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant as appointed by the Board or by two (2) members of the Association appointed for that purpose at the Annual

General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

6.3 Seal of the Association

- 6.3.1 The Board may adopt a seal as the Seal of the Association
- 6.3.2 The Secretary has control and custody of the Seal, unless the Board decides otherwise
- 6.3.3 The Seal of the Association can only be used by an officer authorized by the Board. The Board must pass a motion to name the authorized Officer

6.4 Cheques and Contracts of the Association

- 6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques
- 6.4.2 All contracts of the Association must be signed by the officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of The Association

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Board and Executive Committees
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee
- 6.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute of law.
- 6.5.4 All financial records of the Association are open for such inspection by the Voting Members
- 6.5.5 Other records of the Association are open for inspection, except for records that the Board designates as confidential
- 6.5.6 A Voting Member wishing to inspect the books or records of the Association must give notice of seven (7) days to the President or the Secretary of the Association of his/her intention to do so.
- 6.5.7 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

6.6 Borrowing Powers

The Association may borrow or raise funds to meet its objects and operations but is subject to all conditions of signed leases. The Board decides the amounts and ways to raise money, including giving or granting security.

6.7 Payments

- 6.7.1 No member, Director or Officer of the Association receives any payment for his/her services as a Member, Director or Officer
- 6.7.2 Reasonable personal expenses incurred while carrying out duties of the Association may be reimbursed only with prior approval of the Board

6.8 Protection and Indemnity of Directors and Officers

The Society shall indemnify a Director, a former Director, a person acting as its representative, or their heirs against all costs, charges, and expenses, in respect of any civil, criminal or administrative proceeding to which he/she is made a party by reason of being a Director of the Society if:

- a) He/she acted honestly and in good faith with a view to the best interests of the Society
- b) In the case of legal action that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful

6.9 Conflict of Interest

A conflict of interest occurs when a Director or someone with a close relationship to the Director may benefit indirectly or directly as a result of a pending decision. A Director of the Association shall disclose fully the nature and extent of any potential or present conflict of interest. A Director of the Association who has an interest in a tender or contract to be submitted to the Association shall immediately resign from the Board.

ARTICLE VII- AMENDING THE BYLAWS

- 7.1 These Bylaws may be changed, altered, or added to by a Special Resolution at any Annual General or Special General meeting of the Association
- 7.2 The twenty-one (21) day notice of the Annual General or Special General Meeting of the Association must include details of any proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting, and only after the approval of Corporate Registry of Alberta
- 7.4 Robert's Rules of Order shall be the final authority in the governing procedures at the meetings of the Association so long as they are not inconsistent with the provisions of the Act or these bylaws.

ARTICLE VIII- DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

- 8.1 The Association does not pay any dividends or distribute its property among its Members
- 8.2 In the event of the dissolution of the BRCA and after payment of liabilities, all assets not considered to be the property of the City of Calgary, shall be distributed to one or more recognized charitable organizations in Calgary as the Members by special resolution so determine