

THE MILLRISE COMMUNITY ASSOCIATION BYLAWS – 2008 / 2009

I. BOUNDARIES

1.01 The Boundaries of the Society are within the City of Calgary, Alberta, Canada and shall be known as:

- To the North – James McKeivitt Road S.W.
- To the South – Shawnessy Blvd.
- To the West – James McKeivitt Road S.W.
- To the East – Macleod Trail

II. MEMBERSHIP

2.01 Any person may become a member of the Society upon application in a form described by the Board of Directors from time to time and upon payment of any entrance fees and/or membership dues as may be determined by the Society at an Annual or General Membership Meeting from time to time.

2.02 A member shall be considered to be in good standing if that person has satisfied the requirements for membership as established by the Society.

2.03 A member may withdraw from membership by giving written notice of his intention to withdraw to the Board through its Secretary.

2.04 The membership fee shall be due and payable on a yearly basis. Payment of membership fee will be due one year from date of original membership issue. If fees are not paid within fifteen (15) days of that date, the members in default shall thereupon cease to be members of the Society and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. A member may be re-admitted to membership by the Directors upon evidence as they consider satisfactory.

2.05 Any member upon a two-thirds vote of members of the Society in good standing in attendance at any properly constituted meeting may be expelled from membership for any cause that the Society may deem advisable. As provided for by paragraph 4.07 a member who has been suspended shall be given notice by the Secretary of the Society at least one week prior to the general meeting at which time said member shall have the opportunity to be heard or to submit a statement in writing.

2.06 Any member who has been suspended and declared to be not in good standing may upon application for reinstatement to the Society membership, be

reinstated by a two-thirds affirmative vote of the members in good standing at a properly constituted meeting.

2.07 Members may seek to resolve disputes, arising out of the affairs of the Society, through arbitration and the decision made shall be binding on all parties.

III. CLASSES OF MEMBERSHIPS

3.01 There shall be four classes of membership in the Society as listed hereafter:

a. Family Membership - A family membership is limited to the parents and any children under the age of 21 years of age comprising a single family residing in the same household within the area described in Paragraph 1.01. A family membership shall entitle each of the parents (adults) in the family to (1) one vote, not to exceed (2) two votes total, at all General Membership Meetings of the society.

b. Single Membership - A single membership is limited to any person 18 years of age or older who resides in the area described in paragraph 1.01 and for whatever reasons either does not require or is not covered by a family membership. A single membership entitles the holder to (1) one vote at all General Membership Meetings of the society.

c. Associate Membership - An associate membership is limited to any person 18 years of age or older, who resides outside the area described in Paragraph 1.01. An associate member shall not be entitled to vote at any meeting of the society or to hold office in the society. Associates shall be encompassed by the same categories as regular members, i.e., family, single, but shall be subject to the restrictions as noted above.

d. Honorary Membership - any person who has distinguished him/herself through service to the society, or to the City of Calgary is eligible for an honorary membership upon the approval of two-thirds vote of the quorum present at any general membership meeting. Honorary memberships shall not be entitled to vote at any meeting of the society or to hold office in the society. Honorary memberships do not lapse, except in the case of contravention of the internal rules or bylaws of the society, or at the death of the honorary member. Honorary memberships are not transferable.

IV. BOARD OF DIRECTORS

4.01 The affairs of the Society shall be managed by a Board of Directors, the number of which will be decided at the Annual General Meeting prior to elections but which in any case shall not be less than four (4) and not exceed fifteen (15), each of whom at the time of his election and throughout his term of office shall be a member of the Society. Each Director shall be elected to hold office until the

annual meeting after he shall have been elected or until his successor shall have been duly elected. The election shall be by a show of hands unless any member demands a ballot. No member of the Board of Directors shall stand for re-election more than three consecutive terms.

4.02 The Board shall, subject to the by-laws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Society, and meetings of the Board shall be held as often as the business of the Society shall require and shall be called by the President. A special meeting may be called on the instructions of any two members thereof, provided they make a request to the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by giving fifteen (15) days written notice to each member or by five (5) days notice by email or telephone. A simple majority shall constitute a quorum. Should there fail to be a quorum at any duly called meeting, business transactions at such meeting shall be ratified at the next regularly called meeting of the Board of Directors; otherwise such business shall be null and void. Notice of any meetings may be waived by consensus of the directors.

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

4.04 Vacancies on the Board of Directors, however caused, so long as a quorum of Directors remains in office, may be filled by the Directors, if they see fit to do so; otherwise, such vacancies shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.

4.05 A Director ceases to be a Director when he ceases to be a member of the Society.

4.06 If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from three (3) consecutive Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.

4.07 The Directors and Officers at any properly constituted meeting shall have the power by a vote of three-quarters (3/4) of those present to suspend any member, Board member, Director, or Officer whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the

by-laws of the Society, until such time as a General Meeting of the Society can be convened to decide the suspension. No member shall be suspended without being notified 24 hours before a meeting for such purpose of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose. The meeting for such purpose shall take place within Forty-five (45) days from the date of suspension. The resignation of the suspended member shall relieve the Board of calling the General Membership Meeting.

4.08 There may be a President, a Vice-President, a Secretary, a Treasurer, Past President or such other officers as the Board of Directors may determine from time to time and in accordance with these By-laws.

4.09 In the absence of the President, his duties maybe performed by the Vice President and in his absence, shall be performed by the Past President and in his absence such other Directors as the Board may from time to time appoint for the purpose.

4.10 Questions arising at any meeting of Directors shall be decided by a majority vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

4.11 Each Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society 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 for in respect of any act, deed, manner of thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

4.12 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

4.13 The members 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 profit from his position as Director or officer. The activities of the Society are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used to promote their personal objectives. Such action would constitute a violation of the by-laws and jeopardize the status of the Director according to the aforementioned procedure.

4.14 The Board of Directors 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 Society 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.

V. EXECUTIVE COMMITTEE

5.01 The officers of the Society shall comprise the Executive Committee. The Executive Committee shall carry out the day-to-day administration of the affairs of the Society and requirements of these by-laws within the constraints set from time to time by the Board of Directors. Meetings of the Executive Committee shall be held as often as the business of the Society shall require and shall be called by the President.

5.02 Officers

The officers of the Society may consist of:

- President
- Vice-President
- Secretary
- Treasurer
- Past President

5.03 President

The President shall, when present, preside at all meetings of the Society as Chairman and shall be an ex-officio member of all committees and boards. The President shall prepare, with the Secretary, all Executive and Board agendas. The president shall be the official spokesman for the Society as directed by the Board of Directors and be the primary signing authority for same. The President shall co-ordinate the overall functioning of the Board and delegate duties accordingly.

5.04 Vice-President

The Vice-President shall act as President in the absence of the President. He shall be responsible for the administrative duties of the business of the Society.

5.05 Secretary

It shall be the duty of the Secretary to attend all Executive, Special and General Meetings of the Society and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the Society which Seal, 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. In case of the absence of the Secretary, his duties shall be discharged by such officers as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Society and be under the direction of the President of the Board. The Secretary shall cause to be kept a record of all the members of the Society and their addresses, cause to be sent all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, if any, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required.

5.06 Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever Bank the Board may order. He shall promptly account for the funds of the Society and keep such books as may be directed. He shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth, of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Treasurer shall be accountable for all assets and account of the Society, whatever their nature. He shall be permitted to investigate and inquire of any financial matters in connection with the Society or any of its subsidiary groups.

5.07 Past President

The Past President shall provide continuity in the Board of directors and shall act as Nominating Chairman in preparation for annual elections of the Board of Directors.

VI. STANDING COMMITTEES

6.01 The Standing Committees shall be organized by the Board of Directors and varied as the need arises. They shall act to provide the Society with information, training and services necessary for the survival and growth of the Society. The Standing Committees shall recommend to the Board of Directors programs that will improve the services provided by the Society to their members.

VII. REMOVAL OF DIRECTORS AND OFFICERS

7.01 After considering the suspension of any Director or Officer as provided for by paragraph 4.07 the members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director or Officer before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his place for the remainder of his term. A Director or Officer who has been suspended shall be given notice by the Secretary of the Society at least one week prior to the general meeting at which the said Director or Officer shall have the opportunity to be heard or to submit a statement in writing.

VIII. FINANCE. ACCOUNTS AND AUDIT

8.01 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or two competent persons appointed by the Board for such purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the annual meeting of the Society. The fiscal year of the Society shall end July 31st in each year.

8.02 All expenditures over \$200 must be approved by the Board of Directors, but any expenditure may be approved by acceptance and approval of a budget by the Board voting at the Annual General Meeting.

8.03 Operations accounts may be established for any committee or for routine operations of the Society to which the Directors may transfer funds or allow funds to remain for approved budget expenditures provided the Treasurer shall audit these accounts **every** six (6) months. All other funds are to remain in the general account of the Society and any two of the following shall sign all the cheques on the general account with the provision that any cheque payable to the any officer shall not be signed by himself:

- President
- Vice-President
- Treasurer
- Past President

8.04 No money shall be borrowed by the Society except with the approval of a special resolution of the members of the Society provided; however, that the Board of Directors may borrow such amount as it can show will be paid from general revenues upon approval by the Board of Directors.

8.05 The President and Treasurer are authorized on behalf of the Society to assign securities or instruments held by the Society upon prior approval by the Board of Directors.

IX. INSPECTION

9.01 The Books and records of the Society maybe inspected by any member of the Society at the annual meeting or at any time at the registered office of the Society upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books. Any person who is not a member of the Society has no right to inspect any account or book or document of the Society except as conferred by law or authorized by the Directors.

X. MEETINGS

10.01 The Annual General Meeting of the Society shall be held on or before October 30th of each year.

10.02 A special meeting shall be called by the President or Secretary upon the receipt by him of a petition signed by a minimum of Twenty-one (21) members in good standing, setting forth the reasons for calling such meeting.

10.03 A quorum at a General Meetings shall consist of seven (7) members in good standing of which at least three (3) must be executive which consists of Past President, President, Vice President, Treasurer and Secretary and four (4) shall be voting members other then Board Members.

10.04 A quorum at a Special Meeting shall consist of seven (7) members in good standing of which at least three (3) must be executive which consists of Past President, President, Vice President, Treasurer and Secretary and four (4) shall be voting members other then Board Members.

10.05 A quorum at the Annual General Meeting shall consist of seven (7) members in good standing of which at least three (3) must be executive which consists of Past President, President, Vice President, Treasurer and Secretary and four (4) shall be voting members other then Board Members.

10.06 The business of the Annual General Meeting shall include:

- i. The President's Report of the year's activities.
- ii. The Treasurer's Report and the Audited Financial Statement.
- iii. Election or appointment of Directors not including the immediate Past President for the ensuing term.

iv. Reports from the Standing Committees.

v. Appointment of qualified Auditors for the ensuing year.

vi. Any other business of the Society 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.

vii. 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 Society all precede the election of the Directors and the appointment of the Auditors.

10.07 Regular or general meetings other than the Annual General Meeting of the members of the Society shall be held at least Eight times a year.

10.08 Failure to Reach a Quorum The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

XI. ELECTIONS AND VOTING

11.01 Elections for the Board of Directors of the Society shall be held at the Annual General Meeting.

11.02 The presiding executive shall, three (3) months prior to the Annual General Meeting, appoint a nominating committee consisting of two (2) members of the Board and the Past President, who shall act as Chairman of the nominating committee. The committee shall prepare a slate of nominations of Board members 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. Nomination from the floor for position as a Director shall be accepted. The election will be by ballot.

11.03 Every member in good standing is entitled to one (1) vote.

11.04 Only in a poll, votes may be given either personally or by proxy.

11.05 Officers shall be elected for their specific positions by the general membership at the Annual General Meeting.

11.06 Memberships may be purchased up to twenty-four (24) hours prior to any General, Specific or Annual General Meeting of the Society.

XII. NOTICES

12.01 Written notices or communications to the membership, shall be posted in The Millrise Community Association newsletter and/or website shall be deemed to have been received seven (7) days after the date of publication

12.02 No error or omission in giving notice of any Annual General Meeting, general meeting or special meeting invalidates the meeting or makes void any proceedings taken.

12.03 A member may at any time waive notice of any meeting except notice of a special resolution, and may confirm any proceedings taken.

XIII. ADJOURNMENT OF MEETINGS

13.01 Any meetings of the Society or of the Directors may be adjourned at any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment.

XIV. ALTERATIONS OF BY-LAWS

14.01 The By-laws of the Society will not be altered or added to except by a special resolution of the Society.

14.02 "Special Resolution" means:

(i) a resolution passed (A) at a general meeting of which not less than 21 days* notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less then 75% of those members who, if entitled to do so, vote in person or proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting of which less then 21 days* notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(iii) a resolution consented to in writing by all members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

XV. MINUTE BOOK

15.01 The directors will ensure that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

15.02 The Secretary or other officer directed by the Board of Directors will maintain, have charge of the Minute Book of the Society and will record or cause to be recorded in the Minutes of all proceedings of all meetings of members and Directors.

15.03 The Minute Book will contain the following information:

1. Certificate of Incorporation
2. A copy of the Objects of the Society, and any special resolution altering the Objects
3. A copy of the By-laws and any special resolution altering the By-laws
4. Copies of originals of all documents, registers and resolutions required by law
5. Copies of originals of all financial statements prepared by the auditor of the Society
6. Copies of all other documents directed to be inserted into the Minute Book by the Board of Directors.

XVI. RULES OF COURT

16.01 In the event of matters arising not covered by the By-Laws, rules will be applied as stated in "Robert's Rules of Order" as revised.

XVII. DISSOLUTION OF THE ASSOCIATION

17.01 Upon dissolution of the association, any assets remaining after paying debts and liabilities be distributed or disposed of to eligible donees described in the appendix (1) attached and approval by a majority of the Board.

XVIII. NON-PROFIT CLAUSE

18.01 The organization shall be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its objectives.

XIX. INTERPRETATION

19.01 In all the By-laws of the Society 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 statute or section as the case may be.

These By-laws shall replace any and all previously executed By-laws of the society and shall be considered effective this **22th** day of **October**, 2008.

Original signed by Board member and witness.

Executive Committee
Member

SIGNATURE

ADDRESS

Date:

WITNESS

SIGNATURE

ADDRESS

Date:

APPENDIX 1

An eligible Donee of a particular charity is a Registered charity:

- 1) Of which more than 50% of the members of the board of directors or trustees of the registered charity deal with at arm's length with each member of the board of directors or trustees of the particular charity;
- 2) Whose right to issue receipts is not suspended;
- 3) That does not have any unpaid liabilities under the Income Tax Act of the Excise Tax Act;
- 4) That has filed all required information returns;
- 5) That is not the subject to a certificate under subsection 5 (1) of the Charities Registration (Security Information) Act, or if it is the subject of such certificate, the certificate has been determined under subsection 7 (1) of that act not to be reasonable.