



Bylaws: July 27<sup>th</sup>, 2020

## **Article 1: Preamble**

- 1.1 The Association Name is Livingston Community Association herein referred to as “the Association”.  
The Association is incorporated under the Societies Act of the Province of Alberta.
- 1.2 The Boundaries of the Association are that geographical area comprising the municipality described and known as Livingston, being generally bounded on the north by 160 Avenue N, to the East by 6 Street NE, to the south by Stoney Trail NE between 6 Street NE and Centre Street N, and 144 Avenue NW between Centre Street N and approximately 7 Street NW, to the west by Centre Street N between Stoney Trail NE and 144 Avenue NW; and approximately 7 Street NW between 144 Avenue NW and 160 Avenue NW.
- 1.3 These Bylaws have been adopted as the bylaws of the Association in Calgary, Alberta and shall regulate the business and affairs of the Association.

## **Article 2: Definitions**

In these bylaws the following words have these meanings:

- 2.1 “**Act**” means the Societies Act R.S.A. 2000, Chapter S-14 and amendments thereto, or any statutes substituted for it, and includes any regulations promulgated thereunder that are in effect from time to time.
- 2.2 “**Annual General Meeting**” (“**AGM**”) means the annual general meeting of the Association described in Article 5.4.
- 2.3 “**Association**” means the Livingston Community Association.
- 2.4 “**Adult**” means any person of legal voting age in Alberta.
- 2.5 “**Board**” means the Board of Directors of the Association.
- 2.6 “**Bylaws**” means the Bylaws of the Association, as may be amended from time to time by special resolution of the members.
- 2.7 “**Community**” means the geographical area within the City of Calgary known as Livingston and the residents therein. The boundaries are defined in Article 1.2.
- 2.8 “**Community at Large**” means persons residing outside the boundaries of the Association with whom the Association may have cause to interact with.
- 2.9 “**Chairperson**” refers to the individual that is responsible for the running of a meeting. The role is described in Article 5.10.
- 2.10 “**Committee**” means any formal sub-group of the Board that meets regularly to discuss a specialized issue or complete a project.



- 2.11 **“Director”** means any person elected or appointed to the Board of the Association.
- 2.12 **“Executive”** means the executive committee of the Board, being the President, the Vice-President, the Secretary, and the Treasurer.
- 2.13 **“Fiscal Year”** means the twelve-month period commencing on September 1<sup>st</sup> of a year and ending on August 31<sup>st</sup>.
- 2.14 **“Good Standing”** when referring to a membership means that the applicable fee has been paid and the Membership has not been terminated pursuant to Article 4.
- 2.15 **“Legally Related”** means any two or more persons association through birth, adoption, marriage or common-law agreement.
- 2.16 **“Majority Vote”** means a simple majority of fifty (50%) percent plus one vote of all parties entitled to vote on any matter, provided quorum is met, except as otherwise noted in these Bylaws.
- 2.18 **“Membership”** or **“Member”**, unless otherwise specified, means a Regular (Individual) Member, a Family Member, an Adjunct Family Member, a Senior Member, an Associate Member, or collectively all the Members of the Association, whose annual Membership dues, if any, are paid and whose Membership is in good standing.
- 2.19 **“Minute Book”** means the records of the meetings and resolutions passed by the Association and the Board. It can include electronic records.
- 2.20 **“Objects”** means the purposes for which the Association is established as filed with the Registrar of the Alberta Societies Act, a copy of which is maintained in the Minute Book of the Association and as attached to these Bylaws as Appendix A.
- 2.21 **“Policies and Procedures”** means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association, which rules and practices may elaborate on, but not be inconsistent with these Bylaws.
- 2.22 **“Registered Office”** means the registered office for the Association.
- 2.23 **“Register of Members”** means the register maintained by the Board of Directors containing the names of the Membership of the Association. This duty is typically handled by the Board Secretary.
- 2.24 **“Resolution”** means a written motion that requires approval of a simple majority.
- 2.25 **“Special General Meeting”** means a meeting called at any time by the Board of the Association upon receipt of a written request signed by a majority of the Board Members OR called at any time by twenty one (21) members of the Association upon written notice to the Board stating the reason for calling such a meeting.
- 2.26 **“Special Resolution”** means:
- a) A resolution passed at a Special General Meeting of the Association of which not less than ten (10) days notice, specifying the proposed special resolution has duly been given, and which resolution has



been passed or approved by not less than fifty (50%) percent of the members in attendance at such Special General Meeting;

b) A resolution proposed and passed as a Special Resolution at an Annual General Meeting of which not less than ten (10) days notice has been given, in the event that all the Members in attendance at such meeting approve or agree to pass such Special Resolution;

c) A resolution consented to in writing by one hundred (100%) percent of the Members of the Association.

2.27 **“Vote”** means the method for Directors and Members of the Association to make a decision or express an opinion, following a discussion.

### **Article 3: Interpretation**

In these bylaws:

3.1 The singular shall include the plural, and the plural shall include the singular;

3.2 The word “person” shall include corporations and associations; unless expressly stated otherwise;

3.3 The masculine shall include the feminine and vice versa;

3.4 A capitalized derivative of a defined term shall have a corresponding meaning;

3.5 Any reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting;

3.6 Any reference to any status or any section thereof shall be deemed to extend and apply to any amendment to such a statute or section, as the case may be;

3.7 These Bylaws shall be interpreted broadly and generously.

### **Article 4: Membership of the Association**

#### **4.1 Classification of Membership**

There are 4 types of membership in the Livingston Community Association, being:

Family & Adjunct

Regular (Individual)

Senior

Associate

4.1.1 **Family Membership** includes up to two (2) adults 18 years or older, and any number of children under the age of 18, who are residents of Livingston living in the same household that have provided proof of residence, and who have paid the annual membership fee. Additional children over the age of 18 may purchase an adjunct membership, forming part of the family membership. Family membership entitles the members to:

a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;

b) One (1) vote per family membership including adjunct members on any motion presented at any General, Special General, or Annual General Meeting if they have been a member for 30 days prior to the voting date and are over the age of 18;



- c) Participate in any programs or activities of the Association if eligible and as space allows;
- d) The right to join meetings of the Board, subject to Article 5.1;
- e) Stand for nomination or appointment as a Director, provided that any such family member is 18 years or older and has been a registered member of the Association for a minimum of 30 days prior to the nomination or appointment meeting, subject to Article 6.2; and
- f) Exercise any other rights privileges given to members by these Bylaws.

**4.1.2 Regular (Individual) Membership** includes any individual member who is 18 years or older, a resident of the community of Livingston, that is not an adjunct member to a family membership, that has provided proof of residency, and who has paid the annual membership fee.

- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
- b) Vote on any motion presented at any General, Special General, and Annual General Meeting if they have been a member for 30 days prior to the voting date;
- c) Participate in any programs or activities of the Association if eligible and as space allows;
- d) The right to attend meetings of the Board, subject to Article 5.1;
- e) Stand for nomination or appointment as a Director, provided that any such regular member has been a registered member of the Association for a minimum of 30 days prior to the nomination meeting, subject to Article 6.2; and
- f) Exercise any other rights and privileges given to members in these Bylaws.

**4.1.3 Senior Membership** includes any individual member who is 55 years or older, a resident of the community of Livingston, that has provided proof of residency, and who has paid the annual membership fee.

- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
- b) Vote on any motion presented at any General, Special General, and Annual General Meeting if they have been a member for 30 days prior to the voting date;
- c) Participate in any programs or activities of the Association if eligible and as space allows;
- d) The right to attend meetings of the Board, subject to Article 5.1;
- e) Stand for nomination or appointment as a Director, provided that any such regular member has been a registered member of the Association for a minimum of 30 days prior to the nomination meeting, subject to Article 6.2; and
- f) Exercise any other rights and privileges given to members in these Bylaws.

**4.1.4 Associate Membership** includes any individual who is not a resident of Livingston, is a paid staff or contractor of the Livingston Community Association, or any business, organization, or agency with interest in Livingston who has paid the annual membership fee. Representatives of businesses, organizations and agencies must be registered with the membership.

- a) Receive notice of, attend, and/or speak at any General, Special General, and Annual General Meetings;
- b) Participate in any programs or activities of the Association if eligible and space allow; and
- c) The right to attend meetings of the Board, subject to Article 5.1.



#### 4.2 Membership Fees

The annual membership fees shall be determined by a Majority Vote at an Annual General Meeting at minimum once per 5 years, and the Membership fees most recently so determined shall continue to apply until there is a determination at an Annual General Meeting to amend those Membership fees.

#### 4.3 Membership Term

Shall be established by the Board of Directors as required and receive a majority vote by Directors of the Association.

#### 4.4 Membership Confidentiality

The Register of Members shall be kept current and confidential in the possession of the secretary.

#### 4.5 Membership Change of Address

Each member shall give notice to the Association in a timely manner of any change of the address of their primary residence. A regular member, family member, adjunct member or senior member shall automatically become an associate member when the registered member moves outside the boundaries of the Association. Any associate member (except for businesses and organizations) shall automatically become a regular member, family member, adjunct member or senior member as required when the associate member moves inside the boundaries of the Association. If only one registered adult member of a family membership changes the address of their primary residence, the membership shall be deemed to belong to the member remaining at the residence or in the community.

#### 4.6 Rights and Privileges

Outlined under section 4.1 of the bylaws refer to members in good standing only. A member in good standing has paid their annual membership fee and has not been terminated or expelled, or in the process of being reviewed for termination or expulsion.

#### 4.7 Membership Termination

Membership of the LivCA may be terminated by expiry, withdrawal, suspension, or expulsion. The Association shall be entitled to deny membership to any individual, business, or organization at their discretion.

4.7.1 Withdrawal – Any member may withdraw from membership of the Association at any time, upon providing written notice directed to the Board.

4.7.2 Suspension and Expulsion – The Board may, upon receiving a formal substantiated complaint, suspend or expel any member from the Association for one or more of the following reasons:

- a) The member has failed to abide by the requirements of these Bylaws;
- b) The member has disrupted meetings or functions of the Association, or
- c) The actions or omissions of the member have harmed the Association, or other members of the Association.



4.7.3 Process of Suspension and/or Expulsion - The Board shall use the following process to notify a member if it is considering potential suspension or expulsion:

- a) The Board shall serve written notice to the member of the Board's intention to consider potential suspension or expulsion, including the reasons why suspension or expulsion is being considered.
- b) The notice shall be delivered to the last known address, and/or to the last known e-mail, of the Member shown in the records of the Association 14 days prior to the meeting of the Board at which the matter is to be determined.
- c) The member shall have an opportunity to submit a written statement to the Board and/or to appear before the Board at the applicable meeting to address the matter. That member may be accompanied by one other person.
- d) The Board may exclude the member from final discussion of the matter, including the vote on the matter. The Board of Directors may suspend or expel with a majority vote of those Directors present at the meeting.
- e) Any decision voted on regarding suspension or expulsion of a member will be communicated, including time frame for suspension, in writing to the last known address and/or last known e-mail of the member.
- f) Any member expelled from the Association shall be in turn expelled from any position held as Director or voting member of any LivCA committee.
- g) A member shall be deemed to be automatically terminated in the event that their annual membership fee has not been paid to the Association on or before the expiration date of thirty (30) days following the due date for payment.
- h) There shall be no reimbursement of membership fees previously paid by any suspended or expelled member.

4.7.4 Reinstatement of Membership – Any member who has been suspended or expelled may, upon written application to the Association, be considered for reinstatement at any Board Meeting. To be reinstated the application must receive:

- a) Inclusion in the agenda for that meeting;
- b) A majority vote for reinstatement of those Directors present at the Meeting;
- c) And, there must be no legal judgement or resolution barring that person's membership.

## **Article 5: Meetings of the Association**

### **5.1 Board Meetings**

Board Meetings of the Association will be scheduled and held a minimum of eight (8) times per year with no more than three months between any meeting as the business of the Association requires.

5.1.1 Agenda – for a Board meeting shall be circulated prior to each meeting and shall include but not be limited to:



- a) Adopting the agenda;
- b) Adopting the meeting minutes from the last Board Meeting;
- c) Old business;
- d) New business;
- e) Adjournment.

5.1.2 Attendance – at a Board Meeting is open to members, except that all or part of any meeting may be closed by a majority vote of attending directors. Members attending the meeting are non-voting and require invitation by the Board to speak. Participation by Directors in a Board meeting may take place in person, by telephone conference call, or via electronic medium. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote.

5.1.3 Notice – of a Board Meeting should be given at least seven (7) days prior to the Meeting date. Meeting notice can be provided by any member of the Executive of the Board.

5.1.4 Quorum – required to be present at a Board Meeting shall be the majority of the Board Directors.

5.1.5 Interim Meetings – may be called from time to time by the executive of the board to handle a specific, time sensitive issue(s) that must be addressed before the next scheduled board meeting. These meetings may be called with less than seven (7) days notice and the notice must include the specific motion or business to be addressed at the meeting. Quorum is still required for decisions to be ratified as per regularly scheduled board meetings.

## 5.2 General Meetings

General Meetings of the Association can be scheduled and held at any time during the membership year, the dates to be decided by the Association Board so long as no fewer than three (3) General Meetings are held each year. General Meeting dates will be disseminated by electronic communication means.

5.2.1 Agenda – for a General Meeting shall include but not be limited to:

- a) Adopting the agenda;
- b) Adopting the meeting minutes from the last General Meeting;
- c) Reports – president or executive, treasurer and directors;
- d) Resolution, if any, Special or Regular that is to be presented at the meeting;
- e) Adjournment.

5.2.2 Attendance – at a General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members. Participation by Directors in a General Meeting may take place in person, by telephone conference call, or via



electronic medium. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote.

5.2.3 Notice – of a General Meeting must be given at least twenty-one (21) days before the scheduled date of the General Meeting and will be delivered by electronic communication means to the last known email address of all members as well as posted publicly. The responsibility of sending notice rests with the Executive of the Board and the notice shall state the place, date and time, together with any extraordinary business and/or special resolutions to be presented at the meeting.

5.2.4 Quorum – required to be present at a General Meeting shall be the majority of the Board Directors and fourteen (14) members in good standing.

### 5.3 Special General Meetings

A Special General Meeting of the members may be called from time to time as circumstances shall require or dictate, if:

- a) The Board sees fit to call such a meeting;
- b) A matter is being proposed for determination by a Special Resolution; or
- c) The Board receives a request in writing signed by not less than twenty one (21) registered members, or majority of the Directors, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.

The Board will convene a meeting within a maximum of thirty (30) days of receipt of a request described in paragraph c of this clause. However, the Board shall not be required to proceed with that meeting, in whole or in part, if fewer than two-thirds of those members or Directors who signed that request are present in the quorum for the meeting.

5.3.1 Agenda – only matters set out in the notice circulated for the Special General Meeting shall be considered and dealt with at the Special General Meeting.

5.3.2 Attendance – at a Special General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members. Participation by Directors in a Special General Meeting may take place in person, by telephone conference call, or via electronic medium. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote.

5.3.3 Notice – of a Special General Meeting must be sent by electronic mail to the last known email address of all members of the Association at least ten (10) days prior to such a meeting, subject to Article 5.8. In the case that an electronic mailing address is not recorded in the





Register of Members that member must be sent notice by regular mail. The fiscal responsibility of sending notice rests with those persons desiring to call such a meeting.

5.3.4 Quorum – required to be present at a Special General Meeting shall be the majority of the Board Directors and fourteen (14) members in good standing.

#### 5.4 Annual General Meeting

An Annual General Meeting shall be held within one hundred and twenty (120) days of the Association fiscal year end.

5.4.1 Agenda – for an Annual General Meeting shall include but not be limited to:

- a) Adopting the agenda;
- b) Adopting the meeting minutes from the last Annual General Meeting;
- c) Reports – President or Executive, Treasurer and Directors
- d) Review of the financial statement of the Association for the preceding fiscal year;
- e) Appointment of auditors for the forthcoming year;
- f) Election of Directors for the Association for the forthcoming year;
- g) Presentation and consideration of additional business items or resolutions, if any, special or regular, to be proposed as set out in the notice of the Annual General Meeting;
- h) Adjournment.

5.4.2 Attendance - at an Annual General Meeting is open to the public, except that all or part of any meeting may be closed to non-members by a majority vote of attending members. Participation by Directors in an Annual General Meeting may take place in person, by telephone conference call, or via electronic medium. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting, shall be counted in the quorum, and shall be entitled to speak and vote.

5.4.3 Notice - of an Annual General Meeting must be given at least twenty-one (21) days before the scheduled date of the Annual General Meeting and will be delivered by electronic communication means to the last known email address of all members, subject to Article 5.8. In the case that an electronic mailing address is not recorded in the Register of Members that member must be sent notice by regular mail. The responsibility of sending notice rests with the Executive of the Board and the notice shall state the place, date and time, together with any extraordinary business and/or special resolutions to be presented at the meeting.

5.4.4 Quorum – required to be present at a General Meeting shall be the majority of the Board Directors and fourteen (14) members in good standing. The Executive of the Board shall cancel the holding of an Annual 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, and if a quorum is still not present within one half (1/2) hour after the set time



of the second meeting, the meeting may then proceed with the members in attendance, who will then be deemed to be the quorum.

#### 5.5 Committee Meetings

Members of all duly appointed and standing committees of the Board shall meet from time to time, or any time at the discretion of the chairperson of each such committee, or the call of the Board of Directors.

#### 5.6 Roberts Rules of Order

All meetings shall be conducted using the guidelines set forth in the most current version of Roberts Rules of Order and shall be called to order by the chairperson of the meeting as determined at a prior meeting or outlined in the agenda.

#### 5.7 Meeting Minutes

Meeting minutes shall be taken and recorded at all Board, General, Special General, and Annual General Meetings with a copy of the original meeting minutes signed and filed within the minute book.

#### 5.8 Notice

For the purposes of sending notice to Directors and members, the last known address or email address on file in the Registry of Members shall be the address used. No action taken at any meeting is invalid due to:

- a) Accidental omission to give any notice to an individual member;
- b) Any member not receiving notice; or
- c) Any error in any notice which does not materially affect the contents of the notice.

#### 5.9 Adjournment

Any meeting may be adjourned to a specified date and time with a majority vote. Subject to clause 5.9.1 no notice is required for the adjourned meeting.

5.9.1 Agenda - the adjourned meeting shall conduct only the unfinished business from the original meeting, provided that no adjourned meeting shall determine any matter requiring sanction through a Special Resolution unless the notice requirements specified in these Bylaws for a Special Resolution are complied with for that adjourned meeting.

#### 5.10 Chairperson

The President shall chair any Board, General, Special General or Annual General meeting of the Association, and in the absence of the President the Vice-President shall act as the chairperson. If neither the President nor Vice-President is present within one half (1/2) hour after the set time for the meeting, the members present shall choose one (1) of the other directors of the Association to chair the



meeting, if no directors are present the members present shall choose one (1) of the other members of the Association to chair the meeting.

### 5.11 Voting

Except for the chairperson, each adult voting member registered with the Association, and one adult voting member per family and adjunct membership registered with the Association shall have one vote at any General Meeting, Special General Meeting, Annual General Meeting and where elected or appointed by the Board, at any meeting of the Board.

5.11.1 Chairperson Vote – the chairperson may only vote to break a tie with the exception of a decision by ballot, in which case the chairperson has only one vote and not a casting vote.

5.11.2 Majority Vote – at all meetings of the Association, whether a General Meeting, Special General Meeting, Annual General Meeting, or meeting of the Board, every question to be determined shall be decided by a Majority Vote, unless otherwise required by these Bylaws, or by the Act.

5.11.3 Recording the Decision – a declaration by the chairperson that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association, shall in the absence of dispute at the time about the declaration, be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

5.11.4 Show of Hands – voting shall be by show of hands unless a poll is demanded by a minimum of five (5) voting members. If not by acclamation, elections will be done by ballot.

5.11.5 Poll – if a poll is demanded and not withdrawn, the poll shall be taken in such a manner as the chairperson shall direct.

5.11.6 Proxy – no member may vote by proxy with respect to any election or other determination being made at any General, Special General or Annual General Meeting.

5.11.7 Director Voting – any Director may vote on any matter being determined at a meeting of the Board by email, or notice delivered to the Executive before that meeting if the matter shall be submitted to the Directors in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter.

5.11.8 Board Resolution Without Meeting – notwithstanding any other provision of these Bylaws, the Board may determine any matter within its powers without a meeting on the following basis:

- a) the matter shall be submitted to the Directors, by notice from the Executive, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of the matter;
- b) each Director shall cast a vote with respect to that resolution within three days after delivery of that notice or by such later date as is specified in that notice;



- c) any such vote shall be binding on the Board as if it had been conducted at a meeting of the Board unless a Director objects, by notice to the Executive not later than two (2) days following receipt of that notice, to the matter being determined without a meeting of the Board.
- d) a resolution in writing signed by all of the Directors personally shall be valid and effective as if it had been passed at a duly constituted meeting of the Board.

The Executive shall promptly notify the Directors of the result of any vote by notice under this clause following the expiry of the applicable response period, and the results of any such vote conducted by notice shall be included in the minutes for the next meeting of the Board.

If there is an objection under paragraph (c) of this clause to the determination of a matter without a meeting, the Executive shall promptly convene a meeting of the Board to deal with that matter, and all votes cast by the other Directors by notice with respect to that matter shall be void.

#### 5.12 Internal Disputes

A dispute arising out of the affairs of the Association and between any members of the Association or between:

- a) A member or person who is aggrieved and who has for not more than six (6) months ceased to be a member, or
- b) a person claiming through the member or aggrieved person or claiming under the Bylaws of the Association

and the Association or a director, or officer of the Association, it shall be decided by arbitration, which shall be governed under the Arbitration Act. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queens Bench, and there is no appeal from it.

### **Article 6: Governance of the Association**

#### 6.1 Governance Focus

The Board of the Association shall be considered to be a Working Governance Board.

#### 6.2 Board Composition

The Board shall consist of no less than five (5) and no more than thirteen (13) members. The Board shall consist of the President, Vice-President, Secretary, Treasurer, and Directors at Large. The Board will appoint Executives and Committee Chairs annually at the first board meeting following the Annual General Meeting.

6.2.1 Directors must be Members – each Director shall be a member of the Association at the time of election or appointment and throughout the Director’s term as a Director. A Director cannot be an employee of the Association.

6.2.2 Appointment of Directors – if fewer than thirteen (13) members are elected at the Annual General Meeting, the board shall have the power to appoint additional members to the Board, to the maximum of thirteen (13), upon a majority vote by the Directors present at a duly constituted Board meeting.

6.2.3 Vacancies on the Board – vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a quorum of Directors remains in office, in which case each such vacancy shall be filled at the next Annual General Meeting. However, if there is not a quorum of Directors, the remaining Directors shall promptly call a Special General Meeting to fill the vacancies. Any vacancy on the Board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under clause 6.5 shall again apply to that position of the Board.

6.2.4 Remuneration – the Directors of the Board shall serve without remuneration, and no Director shall directly or indirectly receive any profit for acting as a Director, provided that a Director may be paid reasonable expenses incurred by the Director in the performance of the applicable Board duties.

6.2.5 Association Time, Resources and Finances – 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.

6.2.6 Legally Related Members on the Executive – no two legally related members shall occupy elected positions on the Executive at any one time.

### 6.3 Powers and Duties of the Board

The Board shall have and exercise all the powers of the Association as fully and completely as the Association could at a General Meeting, subject always, however, to the provisions of these Bylaws, and the Act. Subject to the foregoing, the powers and duties of the Directors shall include, but not be limited to:

- a) promoting the objects of the Association;
- b) promoting membership in the Association;
- c) issuing memberships in the Association and collecting the associated membership fees;
- d) holding meetings as herein set forth;
- e) maintaining and protecting the assets and property of the Association;
- f) making policies and procedures from time to time for the operation of the Association, with such policies and procedures being recorded in an organized manner in the Association’s records;
- g) approving an annual budget for the Association;



- h) paying all expenses and receiving all revenues respecting the operation and management of the Association;
- i) undertaking, through whatever means the Board determines is advisable, to further the financial position of the Association, including fundraising activities, and to make whatever expenditures as are necessary to carry out its activities;
- j) appointing Officers, if the Directors have not been elected to specific positions on the Board at a General Meeting, appointing agents, and authorizing the employment of such persons as the Board deems necessary to carry out the objects of the Association, provided that such officers, agents and employees shall have the authority and shall perform the duties as may be assigned by the Board;
- k) ensuring that all books and records of the Association required to be created and maintained by these Bylaws, by the Act, by other applicable statute or law are regularly and properly kept, including an updated register of members;
- l) ensuring that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained;
- m) causing minutes to be kept of each General Meeting, Special General Meeting, Annual General Meeting and meeting of the Board;
- n) managing, selling, leasing, disposing of or otherwise dealing with the property of the Association, and entering into contracts on behalf of the Association;
- o) filing such returns, reports, and other materials as are required to be submitted under the Act, other statutes or laws; and
- p) having 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.

#### 6.4 Terms of Office

The term of office for each Director is one (1) year. The President's role may only be filled by an individual who has been a director for a minimum of one (1) term. No Executive role shall be held for more than two (2) consecutive terms, such that a member of the Executive who has held the same position for two (2) consecutive terms must wait out a term hiatus before such an individual may hold that position again, assuming they are still a member in good standing.

#### 6.5 Board Elections

A Nominating Committee appointed by the Board of Directors will prepare a list of nominated individual members who are qualified and willing to serve as Directors. This list will be presented for election at the Annual General Meeting. In order to serve on the Board, nominations must be received and processed as per the Terms of Reference of the Nominating Committee. Nominations from the floor may be taken at the Annual General Meeting if a position is not covered from a candidate on the list from the Nominating Committee. This nomination will be subject to the process outlined in the Terms



of Reference of the Nominating Committee. To ensure effective succession of the Board, no more than half (1/2) of the Board of Directors shall be up for election in any given year.

#### 6.6 Resignation or Removal

The office of a Director, or officer, shall be automatically vacated in any of the following circumstances:

- a) The Directors, or officer, resigns from office by delivering a written resignation to the Executive;
- b) The Director, or officer, ceases to have their primary residence located in Livingston, Calgary, Alberta;
- c) The Director, or officer, fails to attend three (3) consecutive Board meetings and the Secretary of the Association has advised the Director, or the officer, in writing, unless this failure is excused by the Board;
- d) The Director, or officer, dies.

6.6.1 Removal of a Director - subject to the other provisions of this clause 6.6 the Board of Directors shall have the power by majority vote of Directors present at the applicable Board meeting to remove any Director from office:

- a) who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board;
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; or
- c) who willfully breaches these Bylaws, and policies of the Association.

6.6.2 Process of Removal – no Director shall be removed from office without being notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or submit a statement in writing at the Special Board meeting called for that purpose. That Director may be accompanied by another person if the Director attends that meeting of the Board.

6.6.3 Notice of Removal – a Director whose removal from office has been recommended shall be notified of the proposed removal and the basis thereof at least ten (10) days prior to the called meeting of the Board, and shall be automatically suspended from office until the resolution is dealt with at that meeting. That notice shall either be sent by single registered mail to the last known address of that Director shown in the records of the Association or delivered by two officers to that address.

6.6.4 Resolution is Final – the resolution as decided by the Board is final.

6.6.5 Eligibility to Stand for Election – any Director removed from office shall not be eligible to stand for election or appointment to the Board for a period of two (2) years from the date of removal.



#### 6.7 Duties of the President

The president shall:

- a) Be responsible for the general supervision of the Association;
- b) When present, preside at and act as the chairperson of all Board, General, Special General and Annual General Meetings of the Association;
- c) 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 a non-voting member of all committees of the Board;
- f) Be a member of the Executive of the Board and the Nominating Committee;
- g) Carry out other duties pertaining to such office, and such other duties as may be assigned by the Board; and
- h) Any additional duties as defined within the job description as approved by the Board.

#### 6.8 Duties of the Vice-President

The Vice-President shall:

- a) Assist the President generally in the performance of the President's duties;
- b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President;
- c) Be a member of the Executive of the Board;
- d) Be a designated signing authority on all bank accounts of the Association and, with the Secretary, on all contracts to be entered into on behalf of the Association in the absence of the President or at the discretion of the President;
- e) Chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances;
- f) Carry out such other duties as may be assigned by the Board; and
- g) Any additional duties as defined within the job description as approved by the Board.

#### 6.9 Duties of the Secretary

The Secretary shall:

- a) Attend each General, Special General and Annual General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
- b) Be in charge of all correspondence of the Association under direction of the President and the Board;
- c) Ensure the filing of the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the Bylaws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws;





- d) Ensure that a record of names and addresses of all members is kept by the Director responsible for Membership, and cause all notices of various meetings to be sent as required under these Bylaws;
- e) Ensure that all records of the Association, other than financial records, are properly maintained, including these Bylaws and the policies and procedures;
- f) Be a member of the Executive of the Board;
- g) Be designated a signing authority on all bank accounts of the Association and, with the President or Vice-President, all contracts to be entered into on behalf of the Association, subject to Article 7.2.2;
- h) Carry out such other duties as may be assigned by the Board; and
- i) Any additional duties as defined within the job description as approved by the Board.

#### 6.10 Duties of the Treasurer

The Treasurer shall:

- a) Collect all monies payable to the Association and ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board within thirty (30) days after receipt of those monies;
- b) Disburse funds of the Association under the direction of the Board and in compliance with these Bylaws, and the Act;
- c) Be responsible for the care, custody, control and maintenance of the finances and financial records of the Association;
- d) Provide a monthly report of: revenues, expenditures, investments, amounts due and owing to the Association for more than thirty (30) days after the date that such amounts were due to be paid, and be able to advise the Board at any time of the financial position of the Association;
- e) Ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting;
- f) Be a member of the Executive of the Board;
- g) Be a designated signing authority for all bank accounts of the Association and, in the absence of the President and the Vice-President or at the discretion of the President, all contracts to be entered into on behalf of the Association;
- h) Chair any finance committee created as a standing committee by the Board;
- i) Carry out such other duties as may be assigned by the Board; and
- j) Any additional duties as defined within the job description as approved by the Board.

#### 6.11 Board Committees

The Committees of the Board shall include, but not be limited to:

- a) Audit and Finance – terms of reference are established by the Board and are available in organizational governance policy documents;
- b) Nominating – terms of reference are established by the Board and are available in organizational governance policy documents;



The Board may appoint standing or ad hoc committees to assist the Board in its work and decisions. Committees of the Board do not have the power to make decisions that will bind the Association, unless previously established in Terms of Reference given by the Board; but rather such committees shall bring options back to the Board for discussion, debate and final decision making. Chairpersons of all committees of the Board must be Directors of the Board, unless otherwise appointed by the Board.

#### 6.12 Affiliated Organizations

Upon approval of the Board, the Association may affiliate with any other organization. All positions taken by the Affiliated Organization, which in any manner are designed to represent the Association, shall be presented to the Board for approval or disapproval.

If an Affiliated Organization is determined by the Board, at any time, to be representing the Association without its approval, the Board, by a majority vote of Directors present at the Board meeting may terminate the affiliation.

### **Article 7: Financial and Other Management Matters**

#### 7.1 The Registered Office

The Registered Office of the Association shall be in the City of Calgary and shall be established and determined by resolution of the Board.

#### 7.2 Finance and Auditing

7.2.1 Fiscal Year - the fiscal year of the Association shall be established by the Board and may be changed by resolution of the Board.

7.2.2 Signing Authorities – the officers designated under these Bylaws shall be the signing authorities on the Association’s bank accounts. Two signatures of officers are required on all cheques and contracts, either the President or the Treasurer must sign all cheques unless otherwise authorized by them.

7.2.3 Approval of Budget – acceptance and approval of the budget is approval of any expenditure therein.

#### 7.2.4 Expenditures

Subject to clause 7.2.6, approval by a majority of the Board is required for:

- a) Any single expenditure not included in the approved budget that exceeds \$200.00; and
- b) Any single expenditure included in the approved budget that is anticipated to be over-expended by the greater of \$200.00 or 5% of the amount included in the approved budget for that expenditure.

7.2.5 Auditing – the books, accounts and records of the Association shall be audited annually by a duly qualified auditor. The Board will determine any remuneration for such services in the discretion of the Board acting reasonably. However, any such auditor of member may not be:

- a) a Director;
- b) a legally related person to a Director; or
- c) any person who is business partner or employee of a Director.

7.2.6 Audit Report – the audit report contemplated in clause 7.2.5 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 Statement of Financial Position and Statement of Operations 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.

7.2.7 Borrowing Funds – the Association may not borrow any funds totalling in excess of \$5,000.00 without specific authorization through a Special Resolution. The Board may borrow funds not exceeding in total that amount if the Board, by majority vote of the Directors present at the applicable Board meeting, has approved: (i) that financing; (ii) the purpose for which the funds will be used; and (iii) a plan whereby that load will be paid in full within ninety (90) days after the receipt of the funds.

7.2.8 Disposal of Assets – no asset valued in excess of \$5000.00 which is owned, leased by or in the possession of the Association shall be sold, or otherwise disposed of except after the matter has been taken to a General Meeting for a decision.

### 7.3 Minute Book

The Secretary or other officer directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the minutes of all proceedings of all General, Special General, Annual General Meetings and meetings of the Board. The minute book shall contain the following information:

- a) a copy of the Certificate of Incorporation of the Association;
- b) a copy of the Objects of the Association and any Special Resolution altering the Objects;
- c) a copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;
- d) a copy of the Policies and Procedures;
- e) a copy of the Calgary Lease/License Agreement and any other formal agreements;
- f) a copy of originals of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law.
- g) a copy of the audited financial statements for the preceding Fiscal Year; and
- h) a copy of each other document directed by the Board to be inserted into the Minute Book.



#### 7.4 Inspection of the Books

Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the books and records of the Association may be inspected by any member at any time at the registered office of the Association on the basis set forth in this clause.

- a) Any member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the President or Secretary.
- b) All financial records of the Association are open for inspection, except for records that the Board designates as confidential.
- c) Each Director shall have access to such books and records.

#### 7.5 Protection and Indemnity of Directors and Officers

Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Association (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:

- a) All costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against that person for or in respect of any act, omission, decision, or matter whatsoever in or about the performance of that person's duties; and
- b) All other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this clause.

7.5.1 Acts or Omissions of Another Director - no Director shall be liable for the acts or omissions of any other Director or employee of the Association, or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association, and no Director shall be liable for any loss due to oversight, error in judgement or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.

7.5.2 Statements of Audit - each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.



7.5.3 Member's Individual Capacity – no member shall be liable in the member's individual capacity for any debt or liability of the Association.

## **Article 8: Amending the Bylaws**

### **8.1 Amending or Cancelling**

These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.

### **8.2 Amendments Taking Effect**

The amended Bylaws take effect after the approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Registrar under the Alberta Society's Act.

### **8.3 Conflict Between the Act and Bylaws**

If there is any conflict between the Act and any part of these Bylaws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these Bylaws to the extent necessary to remedy that conflict without any action on the part of the Association.

### **8.4 Procedure Not Provided For**

Any question of procedure not provided for in these Bylaws or the Act shall be decided upon by the Board of Directors.

## **Article 9: Dissolution**

### **9.1 Dividends and Property Distribution**

The Association may not pay any dividends or distribute its property among its members.

### **9.2 Voluntary Dissolution**

The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.

### **9.3 Gaming Account**

At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.



#### 9.4 Remaining Funds or Assets

If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall become the property of the City of Calgary.

#### **Appendix A: Livingston Community Association Objects of the Society**

The objects of the society are:

To promote and foster Community spirit and better relations among the residents of the Community and with the Community at Large;

to facilitate the recreational, cultural, social, athletic and educational activities of the residents of the Community;

to purchase, lease or otherwise acquire or hold lands and buildings or any interest therein for the purpose of giving effect to the objects of the Association; and

otherwise generally to serve and promote the interests of the community as appropriate.