



BYLAWS

Last Updated February, 2019

1. The name of the Society is "Montgomery Community Association," herein after called the Association.
2. The operations of the Association are to be chiefly carried out in that area bordered on the east by Shaganappi Trail NW and due south to the Bow River, on the north by 32 Avenue NW, and on the south and west by the Bow River.

3. **MEMBERSHIP**

The membership year of the Association will run from February 1 until January 31 in the following calendar year, inclusive.

The Board shall approve all memberships.

There are 5 types of memberships available in Montgomery Community Association:

3a. **Full (Family)**

Any family unit of up to two (2) adults plus all children living in the same residence within the boundaries of the Association is eligible for this type of membership, and such family or person, as the case may be, shall be deemed to be a full (family) member of the Association upon payment of the membership fee established each year at the Annual General Meeting of the Association.

3b. **Senior**

Any resident living within the community's boundaries who has reached the age of sixty-five (65) years is eligible for this type of membership, and such family or person as the case may be shall be deemed to be a senior member of the Association upon payment of the membership fee established each year at the Annual General Meeting of the Association.

3c. **Associate (Social)**

This type of membership is available to non-residents of the community i.e. those living outside the boundaries of Montgomery as outlined in Bylaw 2 above. They shall be deemed to be an associate (social) member of the Association upon payment of the membership fee established each year at the Annual General Meeting of the Association.

They may not hold an elected office nor have voting privileges. Voting privileges may be obtained if their name is proposed by three (3) members holding full (family) or senior membership and a majority vote at any General Meeting (Regular or Annual).

3d. **Honorary**

Any person who has distinguished himself/herself by outstanding service to this Association or to the community at large may be eligible for honorary membership upon the approval of the Association, and without annual dues being assessed. Honorary membership is obtained if their name is proposed by three (3) members holding full (family) or senior membership and a majority vote at any Annual General Meeting.

An honorary member has all the rights and privileges of a full (family) or senior member.

3e. **Business**

This type of membership is available to any business. This membership is similar to an associate membership and the business shall be deemed to be a business member of the Association upon payment of the membership fee established each year at the Annual General Meeting of the Association.

3f. **Resignation and Expulsion**

Any member may withdraw from membership by presenting his/her resignation in writing to the Board of Directors.

For cause stated, any member may be expelled by two-thirds (2/3) of the votes cast at any Board meeting. Accused member is permitted to present his/her defence at this meeting, of which they shall be given at least fourteen (14) days' prior notice.

4. **MEETINGS**

There are four (4) types of duly constituted meetings of the Association.

4a. **Annual General Meeting**

The Annual General Meeting shall be held in the month of February each year for the election by the general membership of Executive Officers (President, Vice-President, Secretary, and Treasurer) and Directors, the receiving of reports from officers and committees, the passing of accounts, and such other matters as may properly be brought before the meeting.

Public notice of the Annual General Meeting will be given no later than twenty-one (21) days prior to the meeting.

A quorum at an Annual General Meeting shall be 15 members or 10% of the membership, whichever is less.

4b. **Board Meetings**

The Board of Directors shall meet at such times and place as the Board may decide and in any event, at least once in each quarter. On the request in writing of any three (3) members of the Board, the Chairman of the Board shall call a **Special Meeting of the Board**, at which meeting, only business specified in the request shall be considered. By unanimous vote, a quorum of the board members may dispense with notice of a meeting.

Ten (10) days' prior written notice, or three (3) days notice by phone, shall be given to each Director for the holding of a meeting of the Directors.

Fifty percent (50%) plus one member of the Board, which must include any two of the Executive Officers, shall constitute a quorum of the Board.

4c. **Regular General Meeting**

A Regular General Meeting is a regularly scheduled meeting of the Association at which any business of the Association may be transacted and/or for the purpose of providing information to members. Dates of Regular General Meetings of the Association shall be set at the AGM by a simple majority vote.

Every member in good standing will be notified of a Regular General Meeting no later than twenty-one (21) days prior to the meeting. Notice may be by posting of a calendar of Montgomery Community Meetings at the Community Centre, or by distributing notice of meetings to members.

A quorum at a Regular General Meeting shall be 15 members or 10% of the membership, whichever is less.

4d. Special General Meeting

A Special General Meeting may be called by the Board of Directors by giving at least five (5) clear days' notice in writing to all members, and the Board must call such a meeting on petition of ten (10) percent of the paid-up members. At this meeting discussion will be limited to the topic(s) specified in the calling of the meeting.

A quorum at a Special General Meeting shall be 15 members or 10% of the membership, whichever is less.

5. THE BOARD OF DIRECTORS

The Association shall be governed by its members through a Board of Directors. The Board of Directors will have vested authority to act on behalf of and in the best interests of the Association. The Board of Directors shall be governed by the Association's Registered Bylaws.

The Board of Directors shall consist of a minimum of eight (8) and a maximum of eleven (11) elected members. Four (4) of these Board members will be known as Executive Officers of the Association (President, Vice-President, Secretary, and Treasurer). The balance of the Board (up to 7) will be known as Directors.

All members of the Board shall be members in good standing of the Association and shall be at least eighteen (18) years of age.

5a. Election of the Board (Executive Officers and Directors)

All members of the Board shall be elected by the general membership at an Annual General Meeting and hold office for a two (2) year term.

In odd calendar years, elections will be held for two (2) of the Executive Officers (President and Treasurer) and up to three (3) Directors. In even calendar years, the other two (2) Executive Officers (Vice-President and Secretary) and up to four (4) Directors will be elected.

5b. Vacancies on the Board

- (1) When the number of members on the Board falls below eight (8) the Board shall appoint any member of the Association (with their consent) to serve for the remainder of the term of that Director, subject to ratification by the membership at the next General Meeting (Regular or Annual).
- (2) When a vacancy occurs among the Executive Officers (President, Vice-President, Secretary or Treasurer), the Board shall elect one of its own members to that office to serve for the remainder of the term of that Executive Officer, subject to ratification by the membership at the next General Meeting (Regular or Annual).

5c. Duties and Responsibilities of the Board

- (1) Subject to the Bylaws and to any resolution of a duly constituted meeting, the Board shall manage the business and affairs of the Association.
- (2) The Board may carry out any powers and duties delegated to it at the Annual General Meeting.
- (3) The Board of Directors shall have the power to create or dissolve committees, and appoint or replace chairmen.
- (4) The Board may assign duties to individual members of the Association.

- (5) Each Director in exercising powers and duties shall:
 - (a) act honestly and in good faith with a view to the best interests of the Association, and
 - (b) exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.

5d. **Withdrawals from the Board**

Any member may withdraw from the Board by presenting his/her resignation in writing at a Board Meeting.

Any member may be expelled for "just cause" stated by two-thirds (2/3) of the votes cast at a Board meeting, or by missing three consecutive meetings. A director who has been recommended for suspension shall be given notice at least two (2) weeks prior to a Board of Directors meeting, at which time the said member shall have the opportunity to be heard or to submit a statement in writing.

5e. **Remuneration**

Unless authorized at any duly constituted meeting, and after notice of same has been given, no Officer or Director of the Association shall receive any remuneration for his/her services.

5f. **Non-elected members of the Board**

The immediate Past President (if still a member of the Association) will assist the Board in an advisory capacity only, without voting privileges at Board meetings.

5g. **Indemnities to Board Members**

Except in respect or an action by or on behalf of the Association or body corporate to procure a judgment in its favour, the Association hereby indemnifies a Director, an Officer, a former Director of the Association or a person who acts or acted at the Associations' request as a representative of a body corporate of which the Association is or was a creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director of the Association or body corporate, if:

- (a) he/she acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

5h. **Conflict of Interest**

A Director, or Officer, of the Association who is a party to a material contract with the Association, or has a material interest in any entity who is a party to a material contract or proposed material contract with the Association shall disclose fully the nature and extent of the interest.

A Director, or Officer of the Association, who has an interest in a tender or contract being submitted or to be submitted to the Association shall immediately resign from the Board. If the Director, or Officer, is found to have an interest in any contract entered into with the Association, the Director shall be deemed to resign effective the date of the contract.

5h.continued

If a material contract is made between the Association and one or more of its Directors, or between the Association and another entity of which a Director of the Association is a Director or Officer or in which he/she has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a Board meeting authorizing the contract, and (ii) a Director or former Director of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director, if the Director disclosed this interest.

6. THE EXECUTIVE OFFICERS

There are four (4) Executive Officers of the Board: President, Vice-President, Secretary and Treasurer.

6a. President

The President is the primary spokesperson of the Association. He/she fulfills a coordinating, motivating and mediating role with the Association's Board of Directors, committees or any other group within the Association. He/she is an *ex officio* member of all committees set up by the Association. He/she shall perform such other duties as the Board determines.

6b. Vice-President

The Vice-President shall assist the President and perform the duties of the President in his/her absence. He/she shall perform such other duties as the Board determines.

6c. Secretary

The Secretary is responsible for recording and maintaining minutes of all Board and General meetings, documenting pertinent Association business, and maintaining a copy of all Association correspondence. He/she is responsible for arranging for mail out or delivery of all official notices and for implementing "DUE NOTICE" proceedings, and shall be responsible for the corporate seal (see item 7). He/she shall perform such other duties as the Board determines.

6d. Treasurer

The Treasurer is responsible for all financial transactions, financial accounts, budgets, financial audit procedures and reporting of same to the Board members and those branches of government as may be required. He/she shall perform such other duties as the Board determines.

7. THE SEAL

The Official Seal of the Association shall be used to authenticate documents of the Association only on resolution of the Board or of the Annual General Meeting, and all documents so sealed shall be signed by the Secretary and one other member of the executive at the time the seal is affixed. The Seal should be kept in the safe at Montgomery Community Centre.

8. FINANCIAL

(a) Membership fees shall be established each year at the Annual General Meeting. On October 1 each year, membership fees will be reduced to half for the remainder of the year.

(b) All payments of the Association shall be authorized by any two (2) of the following Signing Officers: President, Vice-President, or Treasurer, or such members of the Association as the Board determines.

Any cheques payable to a Signing Officer or a member of his/her immediate family shall not be co-signed by that Signing Officer.

- (c) The Board shall have authority to invest surplus monies of the Association in any security authorized by law for investment, as secured by the CDIC (Canada Deposit Insurance Corporation).
- (d) An Auditor shall be selected at the Annual General Meeting to audit the books, assisted by two (2) members of the Board of Directors. An Auditor is considered to be an designated accountant (CA, CMA, CGA), a person with over 5 years of accounting related experience or two members of the Montgomery Community Association. The Auditor will be independent from the executive and board of directors and will be appointed until the next Annual General Meeting. The Auditor shall submit a statement of the financial standing of the Association to the Annual General Meeting each year.
- (e) The financial year of the Association shall commence on September 1 and shall end August 31 in the following calendar year, inclusive.
- (f) The Association shall borrow only under the terms of a special resolution approved at a duly constituted Special General Meeting, or at the Annual General Meeting, provided that twenty-one (21) days' notice is given, in compliance with The Societies Act of Alberta.

9. GENERAL

- (a) The Bylaws of the Association may be amended or rescinded by special resolution by members (3/4 majority) with twenty-one (21) days' public notice.
- (b) The records of the Association may be inspected by any member in good standing at any duly constituted meeting, or on reasonable notice, at a time satisfactory to the officer responsible for the custody of such records.

10. VOTING

Members in good standing who are eighteen (18) years of age or older shall have the right to vote at any duly constituted Annual General, Regular General or Special General meeting of the Association. These votes must be made in person, not by proxy or in writing.

One vote will be afforded per voting membership type and shall be by show of hands unless a ballot is requested by a member and, if not withdrawn, the ballot shall be taken in such a manner as the President or acting President shall direct. If not by acclamation, elections will be done by ballot at the Annual General Meeting. The outcome of the elections shall be determined by a plurality vote, such that the member who received the most votes is elected to the applicable position on the Board to which that vote pertains.

Resolutions (motions) shall be decided by a simple majority vote of 51% of votes cast, except where otherwise stated in these Bylaws. The President or acting President does not vote, except in the following cases:

- (a) A decision by ballot, in which case the President or acting President has only one vote and not a casting vote; or
 - (b) A tie vote, whereupon the President or acting President shall cast the tie-breaking vote.
- (c) Voting by E-mail may be used by the Board to determine matters within its powers without a meeting under special conditions as follows:
- a) The need exists to vote on an issue that cannot wait for a regular Board meeting.

- b) E-mail voting can only be used for regular, minor orders of business, specifically excluding:
 - i. Overturning previous resolutions,
 - ii. Any substantial and/or permanent change in Association policies and procedures,
 - iii. Where voting by the membership at large is required,
 - iv. Determination of annual membership fees, wages and benefits, and rental rates,
 - v. Establishing or changing signing authority,
 - vi. Motions of expulsion of a member or removal of a Director from his/her Board position,
 - vii. Motions setting annual and/or seasonal budgets, borrowing, or distributing assets and dissolving the Association, or
 - viii. Any motion that involves a major expense or liability to the Association, with the specific maximum dollar amount established annually by the Board.
- c) The President shall chair the coordinating of all E-mail communication.
- d) E-mail voting shall follow the standard process with respect to notice, quorum, failure to meet quorum, voting and the recording of minutes.
- e) The Notice of a Special Association Board Meeting (i.e., E-mail voting) shall outline the motion, provide sufficient information to enable the Board members to be reasonably informed as to the nature of the matter and motion, and a request for votes shall be sent to all Directors.
- f) Directors without E-mail access shall be notified by telephone at the same time as the E-mail notification is sent and/or may elect to receive hand-delivered or faxed copies of the notification.
- g) Voting is by return E-mail except for those Board members without E-mail access who may cast their vote by hand-delivered written form, by fax, or verbally directly to the President.
- h) A minimum period of two (2) and a maximum period of seven (7) days shall be allowed for Board members for discussion and to cast votes.
- i) E-mail voting on the motion may be extended for further discussion at the request of three (3) or more Board members.
- j) The President shall promptly notify the Board members of the result of any E-mail voting following the expiry of the applicable response period.
- k) The results of each E-mail vote shall be presented at and recorded in the minutes of the next Board meeting with any specific E-mail documentation (e.g., listing of discussions and the vote) included.
- l) Such voting shall be binding on the Board as if it had been conducted at a meeting of the Board unless a member of the Board objects by written or E-mail notice to the President and Secretary of not more than two (2) days following receipt of notification of the result of an E-mail vote.
- m) If there is an objection under Paragraph (l) of this clause to the determination of a matter without a Board meeting (E-mail voting), the President shall promptly convene a meeting of the Board to deal with the matter and all votes previously cast by E-mail voting with respect to that matter shall be void.

11. CONTACT AND COMMUNICATION

For any communication by mail or by telephone, the address or phone number of any member, Director or Officer shall be his/her last address or telephone number recorded on the books of the Association.

12. GOVERNING RULES

Robert's Rules of Order shall have final jurisdiction in the governing Procedures at the meetings of the Association, so long as they are not inconsistent with provisions of The Societies Act or these Bylaws.

The bylaws were amended on the following dates:

- *Bylaw 2 on September 12, 2002 at a Special General Meeting,*
- *Bylaw 3 on October 29, 2002 at the Annual General Meeting,*
- *Bylaw 5 on October 26, 2004 at the Annual General Meeting*
- *Bylaw 8 on October 25, 2005 at the Annual General Meeting.*
- *Bylaw 4 on October 26, 2010 at the Annual General Meeting.*
- *Bylaw 8 on October 26, 2010 at the Annual General Meeting.*
- *Bylaw 10 on February 26, 2013 at the Annual General Meeting.*
- *Bylaw 4a, 8b, and 9a on February 27, 2019 at the Annual General Meeting.*

SIGNED by the current Executive Officers at CALGARY, ALBERTA

Date: February 27, 2019

Marilyn
Wannamaker

President

Rhonda Zander

Vice-President

George McMullen

Treasurer

Ron Aubrey

Secretary