

# PARKHILL STANLEY PARK COMMUNITY ASSOCIATION

---

BYLAWS  
APRIL 2, 2013



## TABLE OF CONTENTS

### ARTICLE I - INTRODUCTION

- 1.1 Name
- 1.2 Objects
- 1.3 Definitions
- 1.4 Headings
- 1.5 The Bylaws

### ARTICLE II - BOUNDARIES

- 2.1 Boundaries

### ARTICLE III - MEMBERSHIP

- 3.1 Classification of Membership
  - 3.1.1. Resident Membership
  - 3.1.2. Associate Membership
  - 3.1.3. Honorary Life Membership
- 3.2 Membership Fees
  - 3.2.1 Membership Term
  - 3.2.2 Setting Membership Fees
  - 3.2.3 Payment date for Fees
- 3.3 Voting Rights
  - 3.3.1 Voting Members
  - 3.3.2 Number of Votes
- 3.4 Termination of Membership
  - 3.4.1 Resignation
  - 3.4.2 Removal from Register
  - 3.4.3 Deemed Withdrawal
- 3.5 Expulsion of a Member
  - 3.5.1 Decision to Expel
  - 3.5.2 Duration of Expulsion
  - 3.5.3 Decision of the Board
  - 3.5.4 Notice of Decision
  - 3.5.5 Appeal of Decision
  - 3.5.6 Rights When Expelled

### ARTICLE IV - GENERAL MEETINGS OF THE ASSOCIATION

- 4.1 The Annual General Meeting
  - 4.1.1 Time and Place of AGM
  - 4.1.2 Notice of AGM
  - 4.1.3 Agenda for the AGM
- 4.2 Special General Meetings
  - 4.2.1 Calling of a Special General Meeting
  - 4.2.2 Notice of Special General Meeting
  - 4.2.3 Agenda for Special General Meeting
- 4.3 Proceedings at the Annual General Meeting or a Special General Meeting

- 4.3.1 Attendance
- 4.3.2 Quorum
- 4.3.3 Failure to Reach Quorum
- 4.3.4 Failure to Give Notice of Meeting
- 4.3.5 Presiding Officer
- 4.3.6 Adjournment
- 4.3.7 Voting
- 4.3.8 Counting of Votes
- 4.3.9 Special Resolution

ARTICLE V - THE GOVERNMENT OF THE ASSOCIATION

- 5.1 Board of Directors
  - 5.1.1 Governance and Management of the Association
  - 5.1.2 Responsibilities
  - 5.1.3 Powers and Duties of the Board of Directors
  - 5.1.4 Composition of the Board
  - 5.1.5 Composition of the Executive
  - 5.1.6 Election of Directors and Officers
  - 5.1.7 Term of Office
  - 5.1.8 Nominations
  - 5.1.9 The Nominating Committee
- 5.2 Duties of Officers of the Association
  - 5.2.1 The President
  - 5.2.2 Vice-President
  - 5.2.3 Second Vice-President
  - 5.2.4 The Secretary
  - 5.2.5 The Treasurer
  - 5.2.6 Past President
- 5.3 Workings of the Board of Directors
  - 5.3.1 Organization of the Board
  - 5.3.2 Board Meetings
  - 5.3.3 Members at Board Meetings
  - 5.3.4 Notice of Board Meetings
  - 5.3.5 Quorum at Board Meetings
  - 5.3.6 Failure to Reach Quorum
  - 5.3.7 Voting at Board Meetings
  - 5.3.8 E-mail Voting
  - 5.3.9 Board Committees
  - 5.3.10 Standing Committees
- 5.4 Removal of a Director
  - 5.4.1 Automatic Removal of a Director
  - 5.4.2 Removal from Office
  - 5.4.3 Notice of Removal of Director
  - 5.4.4 Application for Appeal
  - 5.4.5 Appeal Process
  - 5.4.6 Filling a Vacancy on the Board

ARTICLE VI - FINANCE AND OTHER MANAGEMENT MATTERS

- 6.1 The Registered Office
- 6.2 Finance and Auditing
  - 6.2.1 Fiscal Year
  - 6.2.2 Financial Audit
- 6.3 Seal of the Association
  - 6.3.1 Adoption of a Seal
  - 6.3.2 Control of the Seal
  - 6.3.3 Use of the Seal
- 6.4 Cheques and Contracts of the Association
  - 6.4.1 Signing Authority
  - 6.4.2 Signing of Cheques
  - 6.4.3 Signing of Contracts
- 6.5 Keeping and Inspection of the Books and Records of the Association
  - 6.5.1 Keeping of Minutes
  - 6.5.2 Retention of Records
  - 6.5.3 Inspection of Records by Members
  - 6.5.4 Access of Records by Directors
- 6.6 Borrowing Powers
  - 6.6.1 Borrowing Money
- 6.7 Payments
  - 6.7.1 Payment for Service to the Association
- 6.8 Protection and Indemnity of Directors and Officers
- 6.9 Conflict of Interest
  - 6.9.1 Definition
  - 6.9.2 Disclosure of Potential Conflict of Interest
  - 6.9.3 Withdrawal of Involvement

ARTICLE VII - AMENDING THE BYLAWS

- 7.1.1 Meeting to Amend the Bylaws
- 7.1.2 Notice to Amend the Bylaws
- 7.1.3 Passing the Resolution for Amendment
- 7.1.4 When Amendments Take Effect

ARTICLE VIII - DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

- 8.1.1 No Distribution to Membership
- 8.1.2 Dissolution of the Association
- 8.1.3 Distributing Property upon Dissolution

## ARTICLE I - INTRODUCTION

### 1.1 Name

The name of the Society is the Parkhill Stanley Park Community Association, which may also be referred to as the 'PHSP' or the 'Association'.

### 1.2 Objects

The objects of the Association are to promote and foster better relations among the residents of Parkhill Stanley Park Community Association and to serve the general community interest in any way possible. This includes making improvements in the community that are within the boundaries of the Association that may involve a combination streetscape, beautification projects, as well as to purchase, take, lease or otherwise acquire any lands, building, or property, real or personal - and operate and maintain the same for the benefit of the community members and the community at large. These improvements may also include that the Association will apply for government grants and other potential monies to fund these projects, in full or in part.

### 1.3 Definitions

In these Bylaws, the following words have these meanings:

1.3.1. Act or Societies Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

1.3.2. Annual General Meeting or AGM means the Annual General Meeting as described in Article IV of these Bylaws.

1.3.3. Association or PHSP or Community Association means the Parkhill Stanley Park Community Association.

1.3.4. Board means the Board of Directors of this Association.

1.3.5. Board Meeting means a meeting with a quorum of Directors at which matters of the Board are decided. This may be a regularly scheduled Community Meeting or a portion thereof.

1.3.6. Bylaws means the Bylaws of Parkhill Stanley Park Community Association, as amended.

1.3.7. Community Meeting means a regularly scheduled meeting open to Directors and all Members at which matters of the Board may be decided.

1.3.8. Director means any person elected or appointed to the Board.

1.3.9. General Meeting means the Annual General Meeting or a Special General Meeting at which all eligible members may vote.

1.3.10. Member means a member in good standing of the Association.

1.3.11. Notice means notice in writing communicated to a Member at the last address recorded in the Register of Members and delivered by hand, post, courier, fax , or e-mail. Notices to all Members, for example notices of General Meetings and Special Resolutions, shall be deemed delivered if printed in a newsletter of the Association.

1.3.12. Officers means members of the Executive and the Past President as defined in Article V.

1.3.13. Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Association

1.3.14. Special Resolution means a resolution with special meaning in the Societies Act, passed at a General Meeting of the membership of the Association in accordance with Article 4.3.9.

1.3.15. Voting Member means a Member entitled to vote at the meetings of the Association.

## 1.4 Headings

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

## 1.5 The Bylaws

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

## ARTICLE II - BOUNDARIES

### 2.1 Boundaries

The boundaries of Parkhill Stanley Park Community Association shall be within the City of Calgary as follows: NORTH - 33 Avenue; Mission Road; 34 Avenue, EAST - Macleod Trail South: Crescent Boulevard; 45 Avenue, WEST - 4 Street; Elbow River; 4 Street alignment; 42 Avenue.

## ARTICLE III - MEMBERSHIP

### 3.1 Classification of Membership

There are three categories of Membership:

- a) Resident
- b) Associate
- c) Honorary Life

### 3.1.1. Resident Membership

A Resident Membership shall include all adult members and all children up to the age of eighteen (18) years living in one household. All persons in a family of a member living with that member shall also be deemed to be members of the Association for all purposes except for the purposes of voting at meetings of the Association. Only one adult member per household shall be entitled to vote at meetings of the Association. To become a resident member, such persons must:

- a) Reside within the Parkhill Stanley Park Community
- b) Pay the annual membership fee designated for Resident Members

### 3.1.2. Associate Membership

An Associate Membership shall include all adult members and all children up to the age of eighteen (18) years living in one household. To become an Associate member, such persons must:

- a) Reside outside the Parkhill Stanley Park Community
- b) Pay the annual membership fee designated for Associate Members

### 3.1.3. Honorary Life Membership

Individuals may be granted Honorary Life Memberships who are nominated by Members in good standing for outstanding community service. The Board of Directors shall vote to ratify the Honorary Life membership. There is no fee for Honorary Life Members.

## 3.2 Membership Fees

### 3.2.1 Membership Term

The standard membership term for Resident and Associate memberships is from January 1 to December 31. The Board may define through policy a way for memberships purchased late in the standard membership term to include the current partial membership term as well as the following year's complete membership term as well.

### 3.2.2 Setting Membership Fees

The Board shall determine the annual membership fees. The Board may, but is not obliged to, define sub-categories of the various membership categories as they see fit (e.g. based on size of the household, special rates for seniors, etc.).

### 3.2.3 Payment date for Fees

The standard membership for Resident Members and Associate Members expires December 31. The Member shall be allowed a thirty (30) day grace period to make good fee payments following notice that fees are due before losing membership rights and privileges.

### 3.3 Voting Rights

#### 3.3.1 Voting Members

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

- a) Adult Resident Members
- b) Honorary Life Members

#### 3.3.2 Number of Votes

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

### 3.4 Termination of Membership

#### 3.4.1 Resignation

Any member may resign from the Association by sending or delivering written notice to the Secretary or President of the Association.

#### 3.4.2 Removal from Register

Once the notice is received, the Member's name shall be removed from the Register of Members.

#### 3.4.3 Deemed Withdrawal

Any member who is in arrears for fees or assessments following the expiration of the payment grace period shall not be entitled to any membership rights or privileges.

### 3.5 Expulsion of a Member

#### 3.5.1 Decision to Expel

The Board may vote to expel a Member for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws of the Association,
- b) if the Member has been disloyal to the Association,
- c) if the Member has disrupted meetings or functions of the Society, or
- d) if the Member has done or failed to do anything judged to be harmful to the Association.

#### 3.5.2 Duration of Expulsion

The duration of an expulsion shall be as specified by the Board but in no case less than one (1) calendar year.

#### 3.5.3 Decision of the Board

The vote to expel a Member shall be by secret ballot at a duly convened Meeting of the Board of Directors and shall be passed by a two thirds (2/3) majority of the Directors present at the meeting. The expulsion becomes effective immediately upon the vote being passed.

#### 3.5.4 Notice of Decision

The Member shall be informed in writing of the decision of the Board including the reason(s) for expulsion within seven (7) days of the meeting. This notice shall be sent by double registered mail to the Member's last recorded address in the Register of Members.



#### 3.5.5 Appeal of Decision

The Member may appeal the decision in writing to the Secretary or President of the Association within seven (7) days of receipt of the written notice. This appeal allows the Member to request that his/her case be voted upon at the next Annual General Meeting or Special General Meeting of the membership. To uphold the decision requires a simple majority of the Voting Members casting a vote by secret ballot. While awaiting appeal of the decision the Member will not have rights in the Association.

#### 3.5.6 Rights When Expelled

Once expelled the Member:

- a) Shall not have any voting rights in the Association,
- b) Shall not have the right of access to facilities and programs of the Association, and
- c) Shall not receive a refund of fees.

## ARTICLE IV - GENERAL MEETINGS OF THE ASSOCIATION

### 4.1 The Annual General Meeting

#### 4.1.1 Time and Place of AGM

The Association shall hold its Annual General Meeting (AGM), no later than 120 days after the fiscal year end, in Calgary, Alberta. The Board shall set the place, day and time of the meeting.

#### 4.1.2 Notice of AGM

The Board shall ensure that each Member is given notice of the Annual General Meeting in writing at least twenty-one (21) days prior to, stating the place, date and time of the Annual General Meeting. Notice may be in the form of a letter, newsletter, e-mail notifications and/or fax.

#### 4.1.3 Agenda for the AGM

The agenda for the Annual General Meeting shall include:

- a) A summary from each Committee Chair and/or Executive Board member of the year's major activities and vision for the following year,
- b) A review of the previous year's reviewed financial statements,
- c) Election of Executive and Directors for the next term, and
- d) Other matters as set out in the notice for the Annual General Meeting.

## 4.2 Special General Meetings

### 4.2.1 Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- a) By a resolution of the Board of Directors to that effect;
- b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- c) On the written request of at least 5% of Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

### 4.2.2 Notice of Special General Meeting

Within seven (7) days of receipt of the written request for the Special General Meeting, the Secretary will mail or deliver a notice to each Member. This notice shall be sent at least twenty-one (21) days before the Special General Meeting. This notice will state the place, date, time and purpose of the Special General Meeting. Notice may be in the form of a letter, newsletter, e-mail notifications and/or fax.

### 4.2.3 Agenda for Special General Meeting

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

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

### 4.3.1 Attendance

All members of the Association may attend an Annual General Meeting or Special General Meeting.

### 4.3.2 Quorum

A quorum shall consist of ten (10) voting members.

### 4.3.3 Failure to Reach Quorum

If a quorum is not present within one-half (1/2) hour after the set time of the scheduled meeting, the meeting will be deferred to be rescheduled within one week (7 days) at the same time and location. If a quorum is not present at the rescheduled time, the meeting will proceed with the Members in attendance.

### 4.3.4 Failure to Give Notice of Meeting

All actions taken at a General Meeting are valid even in the event of:

- a) accidental omission to give notice to any Member
- b) any error in any notice that does not affect the meaning.

### 4.3.5 Presiding Officer

The Board of Directors shall appoint a Member to chair a General Meeting of the Association. If the appointed chair is not present within one-half (1/2) hour after the set time for the General Meeting, the Members present shall appoint a Chair.

#### 4.3.6 Adjournment

The chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

#### 4.3.7 Voting

Each Voting Member present has one (1) vote. A show of voting decides every vote at every General Meeting. A secret ballot shall be used for expulsions, terminations, contested elections and any other resolutions as the Members decide. The chair votes only in the case of a tie vote. A Voting Member may not vote by proxy.

#### 4.3.8 Counting of Votes

Unless otherwise stated in these Bylaws, a simple majority of the votes cast by Voting Members shall decide all votes. Any ties in voting will be put to a second vote by secret ballot. Only in the event of a second tie will the chair's vote be used as the deciding vote.

#### 4.3.9 Special Resolution

Special Resolutions as required by these Bylaws or by the Societies Act of Alberta shall:

- a) Be decided by a vote of Members at a duly convened General Meeting,
- b) Have notice of not less than twenty one (21) days given to Members specifying the intention to propose the resolution at the meeting, and,
- c) Be passed by a vote of 75% of the Voting Members casting a vote in person.

These Bylaws recognize alternative means to pass a Special Resolution with less than 21 days notice, as specified in the Societies Act.

## ARTICLE V - THE GOVERNMENT OF THE ASSOCIATION

### 5.1 Board of Directors

#### 5.1.1 Governance and Management of the Association

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

#### 5.1.2 Responsibilities

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

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

#### 5.1.3 Powers and Duties of the Board of Directors

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

- a) Promoting the objects of the Association,
- b) Promoting membership in the Association
- c) Hiring and dismissing employees to operate the Association
- d) Regulating employees' duties and setting their salaries/wages
- e) Maintaining and protecting the Association's assets and property
- f) Approving an annual budget for the Association
- g) Paying all expenses for operating and managing the Association
- h) Paying persons for services and protecting Members from debts of the Association
- i) Investing any extra monies
- j) Financing the operations of the Association and borrowing or raising monies subject to any lease/license agreements
- k) Making policies for managing and operating the Association
- l) Approving all contracts for the Association
- m) Maintaining all accounts and financial records of the Association
- n) Appointing legal counsel as necessary
- o) Making policies, rules and regulations for operating the Association and using its facilities and assets
- p) Acquiring, selling and disposing of all non fixed property or assets of the Association

#### 5.1.4 Composition of the Board

The total number of Directors shall not be less than five (5) and not more than eleven (11). The Executive and Past President of the Association are Directors and are included in these numbers.

#### 5.1.5 Composition of the Executive

The Executive of the Association shall consist of the President, Secretary, Treasurer, and Vice President. The Past President will be a member of the Executive for the defined one-year term. The Executive are Officers of the Association.

#### 5.1.6 Election of Directors and Officers

Directors shall be elected at the Annual General Meeting as Directors-at-Large except for the Executive who are elected to their specific positions. Directors, when declaring their nomination, may indicate their preferred portfolio on the Board for consideration of the Executive as per clause 5.3.1. The Past President is elected by acclamation. All positions not won by acclamation shall be won by a simple majority of votes cast by secret ballot. If Directors have not been elected to a full complement of Executive positions at a General Meeting, or a vacancy arises on the Executive, the Board may appoint from amongst the members of the Board whatever additional members of the Executive may be required to complete the respective terms.

#### 5.1.7 Term of Office

- a) Directors and Officers are elected for a term of two years with the exception of the conditions set out in 5.1.7. b) and 5.1.7. c);
- b) To create staggered terms for board members, the first election conducted under this set of bylaws will limit the first term of the Vice President and Treasurer and up to 5 Directors to a one year term.
- c) Directors and Officers may be elected to one year terms to sustain the staggered term system in the event a position is vacant through resignation or other means.

The terms of the elected Directors and Officers commence at the conclusion of the Annual General Meeting. The maximum length of term for an Officer in any one position shall be four consecutive years.

#### 5.1.8 Nominations

The Nominating Committee shall present a slate of candidates for each position but nominations will also be received from the floor at the Annual General Meeting.

#### 5.1.9 The Nominating Committee

The Nominating Committee shall consist of three Voting Members of the Association. The Board of Directors shall determine the Members of the Nominating Committee.

## 5.2 Duties of Officers of the Association

Duties of the officers of the Association are as follows:

#### 5.2.1 The President:

- a) supervises the affairs of the Board;
- b) chairs all meetings of the Board
- c) acts as the spokesperson for the Association
- d) has the automatic right of membership on all Committees, except the Nominating Committee
- e) carries out other duties assigned by the Board.

#### 5.2.2 Vice-President:

- a) presides at meetings in the President's absence
- b) assumes the role 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) chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances
- d) carries out other duties assigned by the Board.

5.2.3 The Secretary:

- a) attends all meetings of the Association and the Board
- b) gives notice of all meetings of the Association
- c) keeps accurate minutes of these meetings,
- d) has charge of the Board's correspondence
- e) keeps the Seal of the Association
- f) files the annual return, changes in the Directors of the Association, and amendments to the Bylaws and other incorporating documents with the appropriate organizations and/or authorities; and
- g) carries out any other duties assigned by the Board.

5.2.4 The Treasurer:

- a) is responsible for the care, custody, control and maintenance of the finances and financial records of the Association
- b) ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board,
- c) pays all expenses for operating and managing the Association
- d) ensures that receipts and expenses are managed in the correct accounts of the Association as required to segregate operating monies from grant, gaming and like monies.
- e) provides a monthly report of revenues, expenditures, investments, and amounts due and owing to the Association and shall be able to advise the Board at any time of the financial position of the Association,
- f) ensures an accountant-reviewed statement of the financial position of the Association is prepared and presented to the Annual General Meeting,
- g) chairs any finance committee created as a standing committee by the Board, and
- h) carries out other duties assigned by the Board

5.2.5 Past President:

- a) serves for a maximum of one year
- b) serves in an advisory capacity to provide continuity to the Board and Executive
- c) carries out other duties as assigned by the Board

## 5.3 Workings of the Board of Directors

### 5.3.1 Organization of the Board

When elected, Directors have no specified positions, but may declare their preference to a given role at the time of their election. In consultation with the elected Directors, it is the responsibility of the Executive to organize the Board into working roles. This shall include consideration of the following minimum of assigned roles:

- a) Director of Communication - maintains the Association's website and e-news database, distributes news announcements to its members and provides communication tools such as newsletters when required
- b) Director of Memberships – promotes Association memberships, collects membership fees and maintains the Register of Members.
- c) Director of Traffic and Transportation - communicates with the Associations members and the City of Calgary pertaining to traffic, transportation and safety issues
- d) Director of Environmental and Planning - coordinates community concerns over land use, development, etc. with government bodies and other stakeholders
- e) Director of Grants and Funding – secures and coordinates the requirements for grants and funding from outside sources.
- f) Director(s) of Programs and Events — maintains the calendar of programs and events, and has high level responsibility for ensuring programs and events are organized and coordinated within the policy framework of the Association. This role may be split between two Directors as appropriate
- g) Director of Facilities — facilitates the operation and maintenance of the association's building and grounds, under the direction of, and to standards set by, the Executive

### 5.3.2 Board Meetings

The Board of Directors shall hold meetings as required, and hold at least nine (9) meetings per calendar year. Board meetings may be called:

- a) As regular Community Meetings as scheduled by the Board
- b) At the request of the President, or
- c) At the request of a minimum of three (3) Directors.

### 5.3.3 Members at Board Meetings

PHSP members may attend Board meetings unless a particular meeting or portion thereof, is to be closed to non-Directors.

### 5.3.4 Notice of Board Meetings

Two (2) days notice in writing or by telephone, e-mail or fax must be given to each Director for Board meetings.

### 5.3.5 Quorum at Board Meetings

Quorum for a meeting of the Board of Directors shall be fifty percent plus one of the Directors of which a minimum of two (2) of the Executive shall be represented.

### 5.3.6 Failure to Reach Quorum

If there is no quorum present, the meeting may proceed but voting on formal motions and resolutions may not occur. The President shall call an alternate meeting to vote on formal motions and resolutions, or alternatively distribute an email vote to all Board of Directors for a formal motion and/or resolution. If a quorum is not present at the rescheduled time, the meeting will proceed with those Directors in attendance.

### 5.3.7 Voting at Board Meetings

Unless noted otherwise in these bylaws:

- a) Where Voting Members are present at a Community or Board Meeting, voting on designated issues may be limited to only the Directors at the discretion of the Board.
- b) Notwithstanding the above, motions for expulsion of a Member or termination of a Director at the Board Meeting level may only be voted upon by Directors and only by secret ballot.
- c) Motions shall be decided by a simple majority of eligible voters casting a vote.
- d) The Chair of the meeting does not cast a vote except in the case of a tie vote.
- e) Voting shall be by show of hands except that at the request of any Director present, voting shall be by secret ballot.

### 5.3.8 E-mail Voting

Board resolutions may be passed by e-mail voting in between Board Meetings as follows:

- a) The President shall coordinate all e-mail voting.
- b) An e-mail notice-of-request for votes shall be sent to all Directors clearly stating the motion and all relevant background information including copies of previous e-mail discussions.
- c) Directors with e-mail access must vote by e-mail. Directors without e-mail access shall be notified by telephone at the same time as the e-mail notification is sent and may elect to receive hand-delivered or faxed copies of the notification. They may cast their vote in hand delivered written form, by fax, or verbally directly to the President.
- d) A minimum period of three (3) days shall be allowed for Directors to cast their votes.
- e) If, during the voting period, three (3) or more Directors send a request to the President for more discussion of the issue then the motion shall be withdrawn for further discussion and re-voting at a later time by e-mail or at the next Board Meeting.
- f) An e-mail vote shall be passed by a simple majority of the total number of Directors of the Association. The President does not vote in e-mail votes except in the case of a tie.
- g) E-mail voting cannot be used if a Board Meeting is available during the email voting period.
- h) E-mail voting can only be used for regular orders of business. E-mail voting cannot overturn resolutions previously made by voting at a Board Meeting. E-mail voting specifically may not be used for motions of expulsion of a Member or termination of a Director or where other than a simple majority of cast votes is required by the Bylaws. E-mail voting may not be used where voting by the membership at large is required.
- i) The President shall inform all Directors of the outcome of the vote, shall provide records of the e-mail vote to the Secretary, and shall present the results at the next Board Meeting.
- j) The Secretary shall maintain a printed copy of all e-mails and correspondence related to the vote in the records of the Association.



### 5.3.9 Board Committees

The Board may appoint standing or ad hoc committees to assist the Board in its decisions, including such committees as a finance committee, a fundraising committee, a committee to assess traffic issues affecting the Community, a committee to assess land use planning and development affecting the Community, a social committee, a sports committee and a nominating committee. All committees shall include as a member at least one Director of the Association.

### 5.3.10 Standing Committees

The following minimum Standing Committees are required to be maintained by the Board. Others may be appointed from time to time as the Board sees fit.

- a) Nominating Committee. The Nominating Committee shall be a standing committee. It shall be responsible for the recruitment of appropriate candidates for presentation to the Membership for election.
- b) Membership Committee shall be a standing committee. It shall be responsible for the implementation of the annual Membership recruitment effort and maintenance of the register of Members.

## 5.4 Removal of a Director

### 5.4.1 Automatic Removal of a Director

The office of a Director shall be automatically vacated:

- a) if a Director resigns his/her office by giving written notice to the Secretary or President.
- b) If s/he becomes legally incompetent.
- c) if s/he ceases to be a voting member of the Association, although if for non-payment of fees, the grace period for payment of fees shall be considered
- d) on death.

### 5.4.2 Removal from Office

The Board of Directors may remove from office a Director by two-thirds (2/3) majority vote of the remaining Directors by secret ballot for one or more of the following reasons:

- a) if the Director has failed to abide by the Bylaws,
- b) if the Director has been disloyal to the Association,
- c) if the Director has disrupted meetings or functions of the Association,
- d) if the Director has done or failed to do anything judged to be harmful to the Association or
- e) if the Director commits a breach of confidentiality of the proceedings of the Association

### 5.4.3 Notice of Removal of Director

The Board shall inform the Director by written notice of the reasons for removal and shall ask for the Director's resignation within seven (7) days. From receipt of this notice, the Director shall have no rights or privileges of a Director except that s/he shall be granted the rights of an appeal process.

### 5.4.4 Application for Appeal

If the Director does not resign, the Director may apply for an appeal within seven (7) days of receipt of notice of removal. The request for appeal shall be made in writing to the Secretary or President of the Association. If the Director does not appeal in the prescribed time his/her resignation will be assumed.

#### 5.4.5 Appeal Process

A mediator(s) assigned by the City of Calgary shall hear the case of the Director's removal. The Director may appear on his/her behalf or with a representative before the mediator(s). The mediator(s) shall make a recommendation to the Board. The Board shall vote on the removal of the Director following a review of the recommendation of the mediator(s). A vote by secret ballot of two-thirds (2/3) majority of the remaining Directors is required to confirm the removal of the Director. This decision is final. The Director shall be notified in writing mail within seven (7) days of the decision.

#### 5.4.6 Filling a Vacancy on the Board

If there is a vacancy on the Board, the remaining Directors may appoint a Member to fill that vacancy for the remainder of the term by a vote of two-thirds (2/3) majority.

## ARTICLE VI - FINANCE AND OTHER MANAGEMENT MATTERS

### 6.1 The Registered Office

The Registered Office of the Association is located at 4013 Stanley Rd SW Calgary, AB T2S 2P5.

### 6.2 Finance and Auditing

#### 6.2.1 Fiscal Year

The fiscal year of the Association in each year is October 1 to September 30.

#### 6.2.2 Financial Review

A duly qualified accountant with a CA, CMA or CGA designation shall complete a financial review of the books, accounts and records of the Treasurer every year. The complete and proper reviewed statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

### 6.3 Seal of the Association

#### 6.3.1 Adoption of a Seal

The Board may adopt a seal as the Seal of the Association to be applied to official documents and contracts of the Association.

#### 6.3.2 Control of the Seal

The Secretary has control and custody of the Seal, unless the Board decides otherwise.

#### 6.3.3 Use of the Seal

The Seal of the Association can only be used as authorized by the Board of Directors. Unless specified otherwise by the Board, the President and Treasurer shall authenticate the seal.

## 6.4 Cheques and Contracts of the Association

### 6.4.1 Signing Authority

The President, Vice-President, Treasurer and Secretary shall have signing authority on all bank accounts holding the monies of the Association.

### 6.4.2 Signing of Cheques

Two signatures are required on all cheques. Where a cheque exceeding \$100 in value is addressed to a person with signing authority it shall be signed by two authorized signers other than the addressee.

### 6.4.3 Signing of Contracts

All contracts of the Association must be signed by the President and the Treasurer, unless other persons are authorized to do so by resolution of the Board.

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

### 6.5.1 Keeping of Minutes

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Board and the Executive Committee.

### 6.5.2 Retention of Records

The Secretary keeps and files all necessary books, minutes of meeting and records of the Association (except financial records), and the Treasurer keeps all financial records of the Association as required by the Bylaws, the Societies Act, or any other statute or law. Original records shall be kept at the Registered Office of the Association.

### 6.5.3 Inspection of Records by Members

Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, all records of the Association are open for inspection by the Voting Members of the Association, except for records that the Board designates as confidential. A Voting Member wishing to inspect the books or records of the Association must give reasonable notice to the President, Secretary or Treasurer of the Association and arrange a time and place reasonably satisfactory to them. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, at a mutually agreed upon time.

### 6.5.4 Access of Records by Directors

All Directors of the current Board shall have access to all records of the Association.

## 6.6 Borrowing Powers

### 6.6.1 Borrowing Money

For the purposes of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it deems fit. Borrowing power to an aggregate total not exceeding \$10,000 may be exercised by a resolution of the Board. Borrowing power in excess of \$10,000 shall be exercised only under the authority of a two-thirds (2/3) majority of Voting Members casting a vote at a General Meeting of the Association.

## 6.7 Payments

### 6.7.1 Payment for Service to the Association

Members will not receive remuneration for their services to the Association unless holding a paid position authorized by the Board. Directors or Officers of the Association may not hold any paid position.

## 6.8 Protection and Indemnity of Directors and Officers

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

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

## 6.9 Conflict of Interest

### 6.9.1 Definition

A conflict of interest occurs when a Director or someone with a close relationship to the Director may benefit directly or indirectly as a result of a decision or pending decision.

### 6.9.2 Disclosure of Potential Conflict of Interest

A Director of the Association shall disclose fully the nature and extent of any potential or present conflict of interest to the Board.

### 6.9.3 Withdrawal of Involvement

A Director of the Association who has a potential conflict of interest or, especially, an interest in a tender or contract to be submitted to the Association, shall immediately resign him/herself from any voting position or discussion of the said matter.

## ARTICLE VII - AMENDING THE BYLAWS

### 7.1.1 Meeting to Amend the Bylaws

The bylaws of the Association may be changed, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of the Association.

7.1.2 Notice to Amend the Bylaws

Notice of the resolution for amendment of the Bylaws shall be given at the preceding meeting of the Board of Directors or General Meeting of the Association as the case may be. Notice of the resolution for amendment of the Bylaws shall then also be included in the notice for the Annual General or Special General Meeting of the Association at which it will be voted upon. The notice of resolution for amendment must include details or satisfactory access to details of any proposed resolution to change the bylaws.

7.1.3 Passing the Resolution for Amendment

At least three-quarters (3/4) of the Voting Members present at the meeting must approve the change(s) to the Bylaws.

7.1.4 When Amendments Take Effect

The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting, and only after the approval of the Corporate Registry of Alberta.

## ARTICLE VIII - DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

8.1.1 No Distribution to Membership

The Association does not pay any dividends or distribute its property among its Members.

8.1.2 Dissolution of the Association

Dissolution of the Association requires the passing of a Special Resolution at a duly convened General Meeting of the Association. Notice of the meeting shall contain details of the Special Resolution to dissolve the Association.

8.1.3 Distributing Property upon Dissolution

In the event of the dissolution of PHSP and after payment of liabilities, all assets not considered to be the property of the City of Calgary shall be distributed to one or more recognized charitable organizations in Calgary as the Members so determine.

~~~~~

Approved by the Parkhill Stanley Park Community Association  
At the Annual General Meeting  
April 2, 2013

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

APPROVAL AT AGM ASSUMES INCLUSION OF ANY MINOR LEGAL OR ADMINISTRATIVE CHANGES REQUIRED BY SERVICE ALBERTA AFTER FILING.