 **Bylaws**

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# 1 Introduction

## 1.1 Name

The name of the Society is the Eau Claire Community Association of Calgary, which may also be referred to as “ECCA” or the “Association”.

## 1.2 Headings

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

## 1.3 The Bylaws

The following articles set forth are the Bylaws of the Association, and all Members must abide by and uphold these Bylaws. The Bylaws may be rescinded, altered or amended by a resolution of the Voting Members.

## 1.4 Definitions

1. “Board” means the board of directors of the Society.
2. “Chair” means the chair of the board of directors of the Society.
3. “Director(s)” means the directors of the Society from time to time, either appointed or elected.
4. “Executive” means the Chair, Vice Chair, Secretary, Treasurer.
5. “Residential Member” means a person accepted as a Residential Member under the Bylaws and Articles of the Society.
6. “Individual Member” means a person accepted as an Individual Member under the Bylaws and Articles of the Society.
7. “Corporate Member” means an entity accepted as a Corporate Member under the Bylaws and Articles of the Society.
8. Annual Membership Fee for a Residential Membership, Individual or Corporate Membership as the case may be shall mean the annual fee specified by the Board, from time to time, as the fee required to be paid to become a Residential, Individual or Corporate Member.
9. “Appropriate Notice” shall mean that notice may consist of publication in local newspapers, the Associations’ newsletter and/or website, posters, distribution via email as practicable or other electronic means.
10. “Meetings of the Members” means any meeting of the Members convened as called pursuant to the Bylaws.
11. “Register of Members” means the register of Members maintained by the Society under this Bylaw and the Act, as amended from time to time.
12. “Bylaws” means the Bylaws of the Society, as amended and supplemented from time to time.
13. “Annual General Meeting” means the meeting convened pursuant to Paragraph 6.1.
14. “Special General Meeting” means the meeting convened pursuant to Paragraph 6.2.
15. “Resident” means a person normally occupying residential premises located within the

Boundaries of the Society.

1. “Ordinary Resolution” means a resolution of the Members presented at an Annual General Meeting of the Members.
2. “Special Resolution” means a resolution of the Members presented at a Special or Annual General Meeting of the Members.
3. “Act” means the Societies Act of Alberta, and regulations issued pursuant thereto, as amended from time to time.
4. “Member” means one of the Residential, Individual, or Corporate Members
5. “Voting Member” means a Member who is eligible to vote at Annual or Special General Meetings by virtue of being a Member.

# 2 Article I – Boundaries

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

1. North Boundary – the south shore of the Bow River
2. East Boundary – the centre of 2nd (Second) Street SW
3. West Boundary – the centre of the Louise Bridge
4. South Boundary – the centre of 4th (Fourth) Ave SW

# 3 Article II – Membership

## 3.1 Categories of Memberships

There are three categories of Memberships:

a) Residential

1. Individual
2. Corporate

#### 3.1.1 Residential Membership

A Residential Member shall include a person who:

1. is a resident within the boundaries of the Association
2. lives in a building that has paid the Annual Membership fee on behalf of its residents
3. has attained the age of eighteen (18).

#### 3.1.2 Individual Membership

An Individual Member, is a person who:

1. is a resident within the boundaries of the Association
2. has attained the age of eighteen (18) years
3. has paid the Annual Membership fee designated for Individual Members.

#### 3.1.3 Corporate Membership

One (1) individual, representing one (1) firm may hold a Corporate Membership. Such a person must:

1. be eighteen (18) years of age or older
2. pay the Annual Membership fee designated for Corporate Membership
3. be employed by a firm located in, and which actively conducts business within the Boundaries of the Association.

## 3.2 Membership Fees

#### 3.2.1 Membership Year

The membership year is January 1 to December 31.

#### 3.2.2 Setting Membership Fees

The Board of Directors shall determine on a regular basis, the amount of the Annual Membership fees. Different rates of annual fees may be fixed for different categories of Members. Annual Membership Fees shall be pro-rated for new membership applications during the year.

#### 3.2.3 Payment date for fees

The Annual Membership fee is due and payable within:

1. 30 days of invoicing
2. the date of expiry of a current membership or
3. being accepted as a new member.

# 4 Article III - Voting Rights

## 4.1 Voting Members.

Members who are eligible to vote at general meetings of the association are: a) Residential Members

1. Individual Members
2. Corporate Members

Residential, Individual and Corporate Members must have purchased their membership at least thirty (30) days prior to voting at any General Meeting or Special Meeting of the Association.

## 4.2 Number of Votes

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

# 5 Article IV – Resignation, Suspension and Expulsion of Members

## 5.1 Resignation of Member

Any Member may resign from the Association by providing “appropriate notice” to a member of the Executive. No refunds for membership fees will be given for the remainder of the year's membership fees. The Members name shall immediately be removed from the Association's Membership list.

#### 5.1.1 Deemed Withdrawal

Any Member who does not renew their membership in the new membership year shall not be entitled to any membership rights or privileges.

## 5.2 Suspension of Member

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

1. disrupting meetings or functions of theAssociation
2. if the conduct of the Member is injurious to the character, interest or good order of the Association.
3. failure to abide by the Bylaws, rules and regulations of theAssociation.

#### 5.2.1 Notice of Suspension to Member

1. The vote by the Executive to suspend the Member shall be by secret ballot and passed by a simple majority
2. The Executive shall inform the Member by written notice of the reason for suspension. A registered letter to the last address on the Association’s Membership list shall be sent within seven (7) days of the vote
3. The Member may appeal the decision to the Board within seven (7) days of receipt of written notice
4. The Member shall not receive a refund of fees during a period of suspension nor have any voting rights in the Association during the period of suspension.

## 5.3 Expulsion of Member

The Board of Directors is empowered to expel a Member for one or more of the following reasons: a) the disruption of meetings or functions of the Association

1. the conduct of the Member is injurious to the character, interest or good order of the Association
2. the failure to abide by Bylaws, rules and regulations of theAssociation.

#### 5.3.1 Notice of Expulsion to Member

1. The vote by the Board to suspend the Member shall be by secret ballot and passed by a two thirds (2/3) majority
2. The Executive shall inform the Member by written notice of the reason for expulsion. A registered letter to the last address on the Association’s Membership list shall be sent within seven (7) days of the vote
3. Once expelled, the Member shall have no rights or privileges of a Member nor be entitled to a

refund of membership fees.

# 6 Article V - Meetings of the Association

## 6.1 The Annual General Meeting

#### 6.1.1 The Annual General Meeting

1. The Association shall hold its Annual General Meeting no later than fifteen (15) months after the end of each calendar year in Calgary, Alberta. The Board of Directors shall set the place, day and time of the meeting
2. The Board of Directors shall make reasonable efforts so that each Member receives notice of the

Annual General Meeting (AGM)

1. A quorum of members is required.

#### 6.1.2 Notice of an Annual General Meeting

Notice for an Annual General Meeting shall include: a) the Agenda for the meeting

1. the location, date and time of the Annual General Meeting
2. appropriate notice will be provided at least 21 days before the date of the Annual General Meeting.

#### 6.1.3 Ordinary Resolutions

An Ordinary Resolution is a resolution of the Members made at an Annual General Meeting. It may be passed by a simple majority of Members voting in person at a duly constituted Annual General Meeting of the Members.

## 6.2 The Special General Meeting

#### 6.2.1 A Special General Meeting

A Special General Meeting may be called at any time:

1. by resolution of the Board of Directors to that effect
2. on the written request of five (5) Directors to the Executive. The request must state the reason for the Special General Meeting and/or the motion(s) intended to be submitted at such Special

General Meeting; or

1. on the written request of at least fifteen (15) of the Voting Members to the Executive. The request must state the reason for the Special General Meeting and/or the motion(s) intended to be submitted at such Special General Meeting
2. A quorum of Members is required.

#### 6.2.2 Notice for Special General Meeting

Notice for a Special General Meeting shall include:

1. only the matter(s) set out in the notice for the Special General Meeting shall be considered
2. the location, date and time of the Special General Meeting
3. appropriate notice will be provided at least 21 days before the date of the Special General Meeting.

#### 6.2.3 Special Resolutions

A Special Resolution is a motion proposed for consideration at an Annual or Special General Meeting of the Members. At a duly constituted Special or General Meeting, the special resolution may be passed by a vote of not less than three fourths (75%) of those Members eligible to vote.

If less than 21 days notice has been given, a quorum exists and all the persons entitled to attend and vote at the meeting so agree, the special resolution may be passed by a vote of not less than three fourths (75%) of those Members eligible to vote.

## 6.3 Meetings of the Board

1. The Board shall hold not less than six (6) meetings each year

The Chair calls the meetings. The Chair also calls a special board meeting if any two (2) Directors make a request with appropriate notice and state the purpose of the meeting

1. Seven (7) days notice for Board meetings must be given to each Director. Board members may waive notice
2. A majority of Directors at any Board meeting shall constitute a quorum. If the attending Directors consent, a Director may participate and be deemed present at a Board meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear and/or see each other
3. If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following month. Two (2) Directors present at this later meeting shall constitute a quorum and the meeting shall proceed with or without a quorum.
4. Each Director has one vote on each resolution presented at a duly constituted Board meeting, except the Chair, who only votes in the case of a tie.

# 7 Article VI – Proceedings at an Annual General Meeting or a Special General Meeting

## 7.1 Electronic Meetings

A Member may participate and be deemed present at an Annual or Special General Meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear and/or see each other

## 7.2 Quorum

A quorum shall consist of fifteen (15) Voting Members.

## 7.3 Failure to Reach a Quorum – Annual General Meeting

If a quorum is not present within one-half (1/2) hour after the set time of the scheduled meeting, the meeting will be adjourned and reconvened 30 minutes later with the Members present constituting a quorum.

## 7.4 Failure to Reach a Quorum – Special General Meeting

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 in twenty-one days. If a quorum is not present at the rescheduled time, the meeting will proceed with the Members in attendance constituting a quorum.

## 7.5 Meeting Procedures

Robert’s Rules of Order shall be the final authority in the governing procedures at the meetings of the Association so long as they are not inconsistent with the provisions of the Societies Act or these Bylaws.

## 7.6 Presiding Officer

The Chair of the Association shall chair any General Meeting of the Association.

If the Chair is not present within one-half (1/2) hour after the set time for the General Meeting, the Vice Chair shall chair the Meeting.

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

## 7.7 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.

## 7.8 Voting

1. A show of hands decides every vote at every General Meeting.
2. A secret ballot shall be used for suspensions, terminations, contested elections and any other resolutions as the Members decide
3. The chair, if eligible to vote, votes only in the case of a tie vote
4. A Voting Member may vote by proxy
5. A simple majority of the Voting Members decides each issue and resolution, unless otherwise stated in these Bylaws
6. The chair declares a resolution as carried or lost. This statement is final and does not have to include the number of votes for and against the resolution in the Minutes.

## 7.9 Failure to Give Notice of Meeting

Any action taken at a General Meeting cannot be deemed to be invalid due to:

a) accidental omission to give notice to any Member

1. any Member not receiving notice, or
2. any error in any notice that does not affect the meaning.

# 8 Article VII – The Governance of the Association

## 8.1 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.

## 8.2 Responsibilities

Every Director in exercising their powers and duties shall:

1. act honestly and in good faith with a view to the best interests of the Association, and
2. exercise the care, diligence, and skill that a reasonable, careful person would exercise in similar circumstances.

## 8.3 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 objectives of the Association

1. promoting membership in the Association
2. making policies, rules and regulations for operating the Association
3. providing notice of ability to attend all meetings
4. making policies for managing and operating the Association
5. appointing advisory, standing and/or special committees to make recommendations on specific matters to the Board e.g. festivals, development plans, etc.
6. approving an annual budget for the Association
7. maintaining all accounts and financial records of the Association
8. paying all expenses for operating and managing the Association
9. appointing a Member to fill a board vacancy for the remainder of the term
10. investing any extra monies
11. maintaining and protecting the Association’s assets and/or property
12. approving all contracts for the Association
13. appointing legal counsel as necessary
14. without limiting the general responsibility of the Board, delegating its powers and duties to employees of the Association
15. hiring and dismissing employees to operate the Association
16. regulating employees’ duties and setting their salaries/wages
17. paying persons for services and protecting members from debts of theAssociation
18. financing the operations of the Association and borrowing or raising monies subject to any lease/license agreements.

## 8.4 Composition of the Board

1. Directors shall be Voting Members in good standing.
2. The Board shall consist of elected Members to a minimum of two (2) and a maximum of twelve (12) Directors.
3. The Board shall have no more than two (2) Directors who hold Corporate Membership
4. Every effort should be made to have representation from as many residential buildings within the Association’s Boundaries as possible within the defined limits of the number of Directors.

## 8.5 Election of a Director

All Directors shall be elected at the Annual General Meeting for two (2) year term. The Board may appoint interim Directors to hold positions until the next Annual General Meeting.

#### 8.5.1 Nominations for Director

A slate of candidates may be presented, but nominations for Director(s) will also be accepted from the floor at the Annual General Meeting.

#### 8.5.2 Resignation of a Director

The office of a Director or Executive shall be automatically vacated:

1. if they resign their office by delivering a written resignation to the Chair or the Secretary of the Board (effective upon receipt by the Chair or Secretary)
2. if they cease to be a Voting Member of the Association
3. if they fail to attend three (3) consecutive meetings of the Board unless such failure is excused by the Board.

#### 8.5.3 Reasons for Removal of a Director

The Board of Directors may remove from office a Director for one or more of the following reasons:

1. if their conduct is injurious to the character, interests or good order of the Association
2. if they commit a breach of confidentiality of proceedings, the Bylaws, Polices or Rules and

Regulations

1. if they have disrupted meetings or functions of the Association.

#### 8.5.4 Process for Removal of a Director

The removal of a Director requires that;

1. The vote by the Board to remove the Director shall be by secret ballot and passed by a three fourths (3/4) majority
2. The Executive shall inform the Director or officer by written notice of the reason for the removal
3. A registered letter to the last address on the Association’s Membership list shall be sent to the Director within seven (7) days of the vote
4. Once expelled, the Director shall have no rights or privileges of a Director.

#### 8.5.5 Running for Public Office

Any Director who publicly declares intention to run for election or accept an appointment for any political office (municipal, provincial or federal) shall be placed on leave of absence from all positions as a Director or committee member of Eau Claire Community Association until the election process is complete. Any question as to whether a Director has publicly declared such an intention shall be determined by the Board. If successful, that Director shall thereby be removed from any position with the Association. If unsuccessful, that Director may, with Board approval, resume any position with the Association.

## 8.6 Executive of the Association

The Executive of the Association is the Chair, Vice Chair, Secretary, and Treasurer. They shall be a Member of the Board and are appointed at the Board Meeting following the Annual General Meeting by a majority vote of the Board.

#### 8.6.1 Duties of the Chair:

1. shall preside at all meetings of the Association and its Board
2. shall be an ex-officio member of all committees
3. is the main spokesperson for the Association

#### 8.6.2 Duties of the Vice Chair

1. becomes Chair if the Chair vacates the position before the end of term
2. chairs Association Meetings in absence of the Chair
3. acts as a liaison between communities
4. ensures an inventory of all Association assets are updated as required.

#### 8.6.3 Duties of the Secretary:

1. prepares agendas for all meetings of the Association
2. prepares and keeps the minutes of all meetings of the Association
3. prepares and sends notices of meetings of the Association
4. keeps and preserves the correspondence contracts and other important records of the Association
5. keeps the seal of the Association
6. files the annual return, records changes in the Directors of the Association, amendments in the Bylaws and other incorporating documents with Corporate Registry.

#### 8.6.4 Duties of the Treasurer:

1. ensures that all monies paid to the Association are deposited in a chartered bank, chosen by the

Board

1. ensures a detailed account of revenues and expenditures is presented to the Board as requested
2. ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting, pursuant to the Societies Act
3. supervises spending monies, including signing cheques
4. responsible for all bank accounts and responsible for ensuring that all monies are deposited to the proper accounts
5. ensures the financial books are available for the membership within fourteen days if requested
6. prepares the annual budget, as deemed necessary by the Board.

# 9 Article VIII - Finance and other Management Matters

### 9.1 The Registered Office

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

### 9.2 Finance and Auditing

1. The fiscal year of the Association ends on December 31 of each calendar year.
2. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant as appointed by the Board or by two (2) qualified members of the

Association appointed for that purpose.

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

### 9.3 Seal of the Association

The Secretary has control and custody of the Seal, unless the Board decides otherwise. The Seal of the Association can only be used by a member of the Executive authorized by the Board. The Board must pass a motion to name the authorized Executive.

### 9.4 Cheques and Contracts of the Association

1. The Treasurer and other Directors appointed by the Board have signing responsibility for all cheques drawn on Association bank accounts. Two signatures are required on all cheques.
2. No two members who are related may have cheque signing authority at the same time.
3. All contracts of the Association must be signed by the Executive or other persons authorized to do so by resolution of the Board.

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

1. The Secretary keeps a copy of the Minutes and records minutes of all meetings of the Board and the Executive.
2. The Board keeps and files all necessary books and records of the Association as required by the

Bylaws, the Societies Act, or any other statute or law.

1. All financial records of the Association are open for inspection by the Voting Members
2. Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
3. All records may be stored in digital form.
4. A Voting Member wishing to inspect the books or records of the Association must give fourteen (14) days written notice to the Chair or the Secretary of the Association of their intention to do so.

### 9.6 Borrowing Powers

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

### 9.7 Payments

1. Members, Directors or Executive of the Association will not receive any payment for being a

Member, Director or Executive.

1. Reasonable personal expenses incurred while carrying out duties of the Association may be reimbursed only with prior approval of the Board.
2. The Association may host, once a year, the Directors at an informal social event.

# 10 Article IX - Protection and Indemnity of Directors

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 they are made a party by reason of being a Director of the Association if:

1. they acted honestly and in good faith with a view to the best interests of the Association; and
2. in the case of legal action that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

# 11 Article X - Conflict of Interest

1. A conflict of interest occurs when a Director or someone with a close relationship to the Director may benefit indirectly or directly as a result of a pending decision.
2. A Director of the Association shall disclose fully the nature and extent of any potential or present conflict of interest.
3. A Director of the Association who has an interest in a tender or contract to be submitted to the Association shall immediately recuse themselves from any voting position or discussion of the said matter.
4. No Director shall be a director on any other Community Association board or executive.

# 12 Article XI - Amending the Bylaws

1. The Bylaws of the Association may be changed, altered, or added to by a Special Resolution at any Special or Annual General Meeting of the Association.
2. The notice for the amendment must include details of any proposed resolution to change the Bylaws.
3. At least three quarter (75%)of the Voting Members present at the meeting must approve the change(s).
4. The amended Bylaws take effect after approval of the Special Resolution at a duly constituted Meeting, and only after the approval of the Corporate Registry of Alberta.

# 13 Article XII - Distributing Assets and Dissolving the Association

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

In the event of the dissolution of the Eau Claire Community Association of Calgary 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 Board by special resolution so determined.

# 14 Paramountcy

If there is any conflict between these Bylaws and the Societies Act, the Act shall be paramount.