



Hawkwood Community Association Bylaws

Revised Nov 2003

1.00 INTRODUCTION

1.10 Description

These Bylaws represent the structural, organizational and operational terms of reference, which shall be used by the Hawkwood Community Association in fulfilling its registered objectives.

1.20 Definitions

As used in these Bylaws, the following definitions should apply:

1.21 Association - The Hawkwood Community Association.

1.22 Adult - A person who has reached the age of eighteen (18) years.

1.23 Senior Citizen - A person who has reached the age of sixty-five (65) years.

1.24 Capital Expenditure - expenditure for long-term additions or betterments properly chargeable to capital assets accounts.

1.25 Membership Roster - The list of Association members (General Members and Associate Members) in good standing.

1.26 General Member - A voting member of the Association.

1.27 Associate Member - A non-voting member of the Association.

1.28 Board - The Board of Directors of the Association.

1.29 Director - A member of the Association Board of Directors.

1.30 Board Meeting - A meeting of the Board of Directors for the purpose of conducting the business of the Association.

1.31 Executive Officers - President, Vice President, Secretary and Treasurer.

1.32 Special Resolution - A motion, presented with at least twenty-one (21) days written notice, to the General Membership of the Association for their approval at the Annual General Meeting or a Special General Meeting.

2.00 MAKING, ALTERING AND RESCINDING BYLAWS

The Association Bylaws may be altered, rescinded or added to by the General Membership by Special Resolution passed by a minimum of 75% of the General Membership entitled to vote and are present in person, at an Annual General Meeting or Special General Meeting, of which at least twenty-one (21) days written notice specifying the intention to purpose the resolution as a Special Resolution has been duly given to the General Membership of the Association.

3.00 GEOGRAPHIC BOUNDARIES

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

3.10 On the North side - Country Hills Boulevard.

- 3.20 On the West side - Nose Hill Drive.
- 3.30 On the South side - John Laurie Boulevard, and
- 3.40 On the East side - Sarcee Trail.

4.00 OBJECTIVES

The objectives of the Association shall be:

- 4.10 To improve the quality of community life in Hawkwood by providing services to its members; and
- 4.20 To work with the City of Calgary and Province of Alberta representatives, committees, boards and other bodies to best protect the interests of the Hawkwood community.

5.00 MEMBERSHIP

5.10 Eligibility Criteria

An adult is entitled to a voting General Membership (subject to the exception provided in clause 5.42 of these Bylaws):

- 5.11 Upon payment of the designated annual membership fee: and
- 5.12 Provided he/she resides within the geographic boundaries of the Association.

5.20 Types of Memberships

- 5.21 General Membership - shall be given to an individual or family satisfying the eligibility criteria and is to include all persons normally resident at the address shown on the Association Membership Roster.
- 5.22 Associate Membership - is to include any person or organization wishing to uphold the objectives of the Association but not eligible for a voting General Membership.

5.30 Fees

The Board of Directors shall determine the annual membership fee.

5.40 Withdrawal and Expulsion of Members

- 5.41 Any General Member or Associate Member may withdraw from the Association at any time.
- 5.42 Notwithstanding any of the foregoing provisions, the Board of Directors may suspend the membership of any person for just cause upon the vote of not less than three-quarters (3/4) of the members of the Board of Directors present at any duly constituted Board Meeting.
- 5.43 In the event of withdrawal or expulsion, no fees previously paid by the member shall be refundable without the approval of a simple majority of the Board of Directors.

6.00 GOVERNING STRUCTURE

6.10 Structure

The Association shall be governed by its members through a Board of Directors. The Board of Directors shall be administered by an Executive consisting of four (4) Officers: President, Vice President, Secretary and Treasurer.

6.20 Number of Directors and Executive Officers

The Board of Directors shall consist of a minimum of eleven (11) and a maximum of twenty (20) Directors. The four (4) Executive Officers shall be Directors included in these counts.

6.30 Term of Office

6.31 The Board of Directors, with the exception of the Executive Officers, shall be elected at each Annual General Meeting by a majority vote of the General Membership present for a one (1) year term of office as Directors until the next Annual General Meeting.

6.32 The Executive Officers shall be elected at the Annual General Meeting by a majority vote of the General Membership present, for a two (2) year term.

6.33 The term of office for the Board of Directors shall commence at the adjournment of the Annual General Meeting in which they are elected and shall expire at the end of the next Annual General Meeting.

6.34 In order to fill vacancies on the Board of Directors arising between Annual General Meetings, Directors may be appointed to the Board following a majority vote by the Board of Directors. The term of office for the Appointed Directors shall end at the next Annual General Meeting. Appointed Directors shall be General Members of the Association and be eligible for election at the Annual General Meeting.

6.40 Qualifications of Directors and Executive Officers

All Executive Officers, Directors and Appointed Directors shall be General Members of the Association. Executive Officers and Directors shall be elected to the Board of Directors at the Annual General Meeting or a duly constituted Special General Meeting. Appointed Directors may be appointed to the Board following a majority vote by the Board of Directors.

6.50 Authority

The Association's Registered Bylaws shall govern the Board of Directors. The Board may establish internal rules governing the operation of the Board of Directors. The Directors provide such rules that do not exceed the authority permitted by the Bylaws or the Societies Act 2000 and amendments thereto.

6.60 Corporate Seal

The Association shall obtain a Corporate Seal, which shall only be affixed to documents having been approved by the Board of Directors. Such documents shall also carry the signature of the President and one other Executive Officer.

6.70 Removal of Directors

6.71 Any member of the Board of Directors may be relieved of his/her duties and powers upon a vote of at least three quarters (3/4) of the Board of Directors. A Director who has been recommended for suspension shall be given notice at least two (2) weeks prior to a Board of Director's meeting where the recommendation will be dealt with, at which meeting the said Director shall have the opportunity to be heard or to submit a statement in writing.

6.72 A Director who misses three (3) consecutive regularly scheduled meetings of the Board of Directors after having been duly notified of the Board Meetings, shall be deemed to have been notified of the suspension recommendation after the third meeting.

7.00 MEETINGS

7.10 Annual General Meeting

The Annual General Meeting of the Association shall be held each year within four (4) months of the fiscal year end.

7.20 Special General Meeting

- 7.21 Special General Meetings of the Association may be called at any time by the Board of Directors to expedite any matter that requires General Membership attention and/or authority.
- 7.22 Special General Meetings may be requested in writing to the Board of Directors by any ten (10) General Members of the Association. The meeting shall be held within thirty (30) days of the receipt of the aforementioned written notice. The written request shall specify the nature of the business to be considered at the Special General Meeting.
- 7.30 Board of Directors Meetings
Board of Directors meetings shall be held no less than once every three (3) months. The meetings shall be open to all Association Members.
- 8.00 NOTICE OF MEETINGS**
- 8.10 Annual General Meetings or Special General Meetings
- 8.11 Notice shall be given to the General Membership no less than twenty one (21) days prior to the meeting date, which notice shall include notice of any special resolutions to be presented to the membership.
- 8.12 The notice shall include the meeting agenda and notice of all Special Resolutions that may be presented to the membership for their approval.
- 8.13 The notice of the Annual General Meeting shall include the number of Directors to be elected.
- 8.20 Board of Directors Meetings
Notice in writing shall be given to each member of the Board of Directors no less than three (3) days prior to the meeting date.
- 8.30 Means of Delivery
Notice shall be deemed to have been given when delivered to the last known address of the Association Member or Director.
- 9.00 QUORUMS**
- 9.10 Annual General Meetings or Special General Meetings
An official quorum shall not be less than twenty (20) General Members of the Association including a simple majority of the Board of Directors.
- 9.20 Board of Directors Meetings
An official quorum shall be one half (1/2) of the members of the Board of Directors.
- 10.00 RULES OF ORDER**
- 10.10 Roberts Rules of Order

In the event of the Association's Bylaws and/or Objectives do not encompass all matters which arise, the most current edition of the Roberts Rules of Order shall be construed as the governing rules, in so far as they do not conflict with the Societies Act (2000) of Alberta.
- 10.20 Voting
Each voting membership, whether for an individual or a family, has one (1) vote at the Annual General Meeting or Special General Meeting.
- 10.21 Each Director or Appointed Director has one (1) vote at the Board of Directors Meetings
- 10.22 In the case of a tie, the deciding vote shall be cast by the Chairman of the meeting.

10.23 At all meetings of the Association, whether Annual, General, Special, Board or Executive, every question shall be decided by a simple majority of the votes cast by eligible members present unless otherwise required by the Bylaws of the Association, or by law.

11.00 FINANCES

11.10 Fiscal Year

The Association's fiscal year shall end on July thirty-first (31) in each calendar year.

11.20 Limits of Capital Spending

Capital expenditures shall receive the approval of at least three quarters (3/4) of the General Members present at the Annual General Meeting or a Special General Meeting.

11.30 Accounts and Audits

The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be audited within six (6) months of the fiscal year end by an Auditor or Auditors who are not members of the Board of Directors.

11.35 As the Association is a registered Charity and is required to file a T3010, this form must be filed within six (6) months of the fiscal year end.

11.40 Signing Officers

Two (2) Executive Officers shall sign all cheques drawn on the Association's bank account, one of whom shall be the Treasurer (or the Vice President in the Treasurer's absence). Should any Executive Officer be related to another they shall not approve expenditures or sign cheques together. This restriction shall not apply to any official documentation where it is necessary to have all signatures of the Executive.

11.50 Borrowing

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of the debentures, which can only be issued by Special Resolution of the members at the Annual General Meeting or a Special General Meeting called to consider such a Special Resolution.

11.60 Inspection

Any member of the Association may inspect all books and records of the Association upon receipt of a fifteen (15) day written notice from the member to any Executive Officer of the Association. Each member of the Board of Directors shall have access to such books and records at all times.

11.70 Remuneration of Members

No member of the Association shall receive remuneration or compensation from the Association unless approved by a three quarters (3/4) majority of General Members present at a General Meeting or Special General Meeting of the Association.

12.00 DUTIES AND POWERS OF THE BOARD OF DIRECTORS

12.10 Board of Directors

The Board of Directors shall be responsible to the Association Members for the general operation of the Association as it seeks to fulfill the Objectives of the Association in accordance with the terms of the Association Bylaws, and without restricting the generality of the foregoing, shall be empowered.

12.11 To approve the annual budget of the Association.

12.12 To determine the amount of the membership fees for the following year and to collect said fee.

- 12.13 To make whatever expenditures are necessary to carry out the activities of the Association.
- 12.14 To delegate their duties and powers to a General Member or to a committee of the membership at large when such delegation is deemed advisable by the Board of Directors.
- 12.15 To undertake whatever means they deem advisable to further the financial position of the Association, and
- 12.16 To replace an Executive Officer who is unable to fulfill his/her term of office with another Director.
- 12.20 President
The President is the Association's Chief Executive Officer and is the primary spokesperson of the Association.
- 12.22 The President fulfills a coordinating, motivating and mediation role with the Association's Board of Directors, committees and any other group within the Association.
- 12.23 The President shall preside at all Association General Meetings. In the absence of the President, the Vice President shall chair the meeting.
- 12.24 The President is responsible for chartering Association committees.
- 12.25 The President is an ex-officio member of all Association committees.
- 12.26 The President is the Association's representative to the Federation of Calgary Communities.
- 12.27 The President shall submit a report of the Association's business of the previous year to the Annual General Meeting.
- 12.30 Vice President
- 12.31 The Vice President shall assist the Executive Officers and perform the duties of the President, Secretary or Treasurer in their absence.
- 12.32 The Vice President is an ex-officio member of all Association committees.
- 12.40 Secretary
- 12.41 The secretary shall be responsible for recording and maintaining minutes of all meetings of Board of Directors, Executive and all Annual and Special General Meetings.
- 12.42 The Secretary shall maintain a record of all correspondence sent or received by the Association.
- 12.43 The Secretary shall keep the attendance register and minutes of each Board of Directors Meeting. He/she shall provide each Director with a copy of the minutes of the previous Board of Directors Meeting prior to the next meeting.
- 12.44 The Secretary shall be the custodian of the Association's Corporate Seal.
- 12.45 The Secretary shall keep an official copy of the Association Bylaws and bring it to all General Meetings and Board of Directors Meetings for reference.
- 12.46 The Secretary shall be the custodian of the official Association Members Roster.
- 12.47 The Secretary shall submit a report of the Association membership to the Annual General Meeting.
- 12.50 Treasurer

- 12.51 The Treasurer shall prepare, present to the Board of Directors for approval, publish and distribute the Association's annual budget for the current fiscal year within thirty (30) days of the start of the fiscal year.
- 12.52 The Treasurer shall keep the books of account and all financial records of the Association.
- 12.53 The Treasurer shall keep a listing of the assets of the Association.
- 12.54 The Treasurer shall submit a balance sheet and income statement at each Board of Directors Meeting for insertion in the minute book.
- 12.55 The Treasurer shall submit to the Annual General Meeting, a duly audited financial statement of the previous fiscal year.
- 12.56 In the absence of the President and Vice President, the Treasurer shall chair the Board, Special or the Annual General Meetings of the Association.
- 12.57 The Treasurer is an ex-officio member of each committee of the Association.

13.00 POLITICS

The Association, as an incorporated body, shall not publicly or privately, directly or indirectly, endorse any civic, provincial or federal political platform or candidate.

14.00 INDEMNITY ARTICLE

The Association shall indemnify and save harmless the Directors of the Association and each of them, both past and present from and against any liabilities, losses, costs, claims, actions or damages of any kind or nature whatsoever, whether direct or indirect and whether contractual or tortious, to which such Directors may be put, incur or suffer as a result of or in any way attributable to any act or omission, whether negligent or otherwise, if such Directors while conducting or carrying out their duties as Directors save to the extent such liabilities, losses, costs, claims, actions or damages are a direct result of or directly attributable to the gross negligence or willful misconduct of such Directors.

15.00 DISSOLUTION OF ASSOCIATION

In the event that the Association is dissolved, any funds or assets remaining after paying all Debts and obligations (including those with the City of Calgary License of Occupation) shall be donated to a registered charity or other non-profit group recognized under the Societies Act, as determined by a simple majority of the Board of Directors at the time of dissolution.