

Elboya Heights-Britannia Community Association By-Laws

ARTICLE 1 PREAMBLE

- 1.1 The organization known as “Elboya Heights-Britannia Community Association,” hereinafter referred to as the Association, is incorporated under the *Societies Act* of the Province of Alberta.
- 1.2 The boundaries of the Association as specified by the City of Calgary are as follows:
- (a) 50th Avenue SW, between Britannia Drive SW and Macleod Trail South; AND
 - (b) Britannia Drive SW between 50th Avenue and the Elbow River; AND
 - (c) Macleod Trail South between 50th Avenue SW and 45th Avenue SW; AND
 - (d) 45th Avenue SW between Macleod Trail South and Stanley Drive SW; AND
 - (e) the confluence of 45th Avenue SW and Lansdowne Avenue SW; AND
 - (f) Riverdale Avenue SW between Elbow Drive SW and 4th Street SW.
- 1.3 This document shall be the general by-laws for the Association and shall regulate the business and affairs of the Association.

ARTICLE 2 TERMINOLOGY

2.1 Definitions

In these by-laws the following words shall have these meanings:

- 2.1.1 “AGM” shall mean an annual general meeting of the Association
- 2.1.2 “Adult” shall mean any person of legal voting age.
- 2.1.3 “Board” shall mean the Executive Board of the Association.
- 2.1.4 “Community at Large” shall mean persons outside the boundaries of the Association with whom the Association may have caused to interact.
- 2.1.5 “Director at Large” shall mean a person elected to the Board to head a committee and who is a non-voting member of the Board.
- 2.1.6 A “Family” shall mean up to two registered adults and any number of children under the age of eighteen (18) living in the same residence.
- 2.1.7 “Facility” shall mean the Community Hall located at 416 Park Avenue, T2S 1Z9.
- 2.1.8 “Majority” shall mean more than half of the votes cast, except as otherwise noted in these by-laws.
- 2.1.9 “Member” shall mean the person as described in these by-laws for membership in the Association.
- 2.1.10 “Member in Good Standing” shall mean an adult whose annual membership dues and other fees are paid, when required, and whose membership is not under suspension.

- 2.1.11 "Officer" shall mean a person elected to the Board and who is a voting member of the Board.
- 2.1.12 "Proper Notice" shall mean notice given in writing, by letter or by publication in the Association newsletter, not less than thirty (30) days prior to a Special, Annual, or General Meeting, stating the intention or purpose of the meeting and delivered to the last recorded address of the member or email address if preferred by the member. Said notice shall be deemed given when delivered to a household, post office, email address or for publication in the community newsletter.
- 2.1.13 "SGM" shall mean a special general meeting of the Members.
- 2.1.14 "Special Resolution" shall mean a resolution passed
 - a) At a Special or General Meeting of which thirty (30) days' notice has been given, specifying the intention to propose the resolution as a Special Resolution, AND
 - b) By a majority of not less than three-quarters (3/4 or 75%) of the votes cast by those members entitled to vote as are present.

2.2 Interpretation

- 2.2.1 In all by-laws of the Association, the singular shall include the plural, and the plural shall include the singular; the word "person" shall include corporations and associations; the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

ARTICLE 3 MEMBERSHIP

3.1 Guidelines

- 3.1.1 Membership in the Association is open to all persons residing within the boundaries of the Association.
- 3.1.2 Annual Membership fees, if any, shall be determined from year to year by the Board and approved by Members of the Association.
- 3.1.3 A Membership register, if required, shall be kept current and confidential in the care and possession of the Secretary of the Association.

3.2 Membership

- 3.2.1 Any Adult or Family residing within the boundaries of the Association may, if a fee is required, purchase a Membership. If no fee is required, any Adult or Family residing within the boundaries of the Association is a member of the Association. Such membership shall permit participation in any and all programs and events of the Association where eligibility and space allow and permit voting rights at the AGM and Special Meetings.
- 3.2.2 Any Adult or Family residing outside the boundaries of the Association may, if a fee is required, purchase a Membership as a Community At Large member. Such membership shall permit participation in any and all programs and events of the Association where eligibility and space allow but will not permit voting rights in the Association.
- 3.2.3 The rights and privileges of any Member shall include:

- a) The right to participate in and vote at any duly constituted meeting of the Association's General Membership.
- b) The privilege to stand for nomination or appointment as an Officer of the Association's Executive Board; except that
- c) In order to be eligible, a Member must have paid their fee, when required, and be registered with the Secretary prior to such meeting, nomination, or appointment.

3.2.4 The rights and privileges of any Community At Large member shall include:

- a) The right to participate in any duly constituted meeting of the Association's General Membership.
- b) No rights to vote at any duly constituted meeting of the Association's General Membership.
- c) No privilege to stand for nomination or appointment as an Officer of the Association's Board.

3.3 Termination of Membership

3.3.1 All memberships described above shall automatically terminate on the 31st day of October each year.

3.3.2 Any member whose membership terminates may renew their membership at any time thereafter.

3.3.3 Any member of the Association may withdraw their membership by written notice to that effect delivered to the President, a Vice-President, Secretary, or Treasurer of the Association, and such withdrawal shall be effective only, as, of, and from thirty (30) days from the date of delivery of such notice. There shall be no refund to that member of any monies paid by him as a membership fee or any part of such monies paid by him prior to delivery of such notice.

3.4 Expulsion from Membership

3.4.1 A member of the Association may be expelled only by the affirmative vote of seventy-five per cent (75%) of the members present at any meeting of the Association, provided, however, that proper notice shall be given to all members that such a meeting is being held for the purpose of considering the expulsion of a member of the Association.

3.4.2 There shall be no reimbursement of fees previously paid by any suspended or expelled member.

3.4.3 Any member whose membership has been suspended shall be eligible to renew their membership at any time after the 31st day of October in any year.

3.4.4 Any member who has been expelled may, upon written application for reinstatement to the Association membership, be reinstated at any Annual, General, or Special meeting, upon specific notice of said reinstatement, by the affirmative vote of three-quarters of the members present.

3.5 Change of Address of a Member

3.5.1 All members shall be required to give notice to the Association of any change of address. Members who move outside the boundaries of the Association shall automatically forfeit the rights and privileges pertaining to membership. In the event that only one registered

adult of a family changes address, the membership shall be deemed to belong to the registered member remaining at the residence.

ARTICLE 4 FINANCE AND OTHER MANAGEMENT MATTERS

4.1 Finance and Audit

4.1.1 The fiscal year shall end on August 31st each and every year.

4.1.2 The Officers designated shall be the signing authorities on the Association bank accounts. Two Officer signatures shall be required on all cheques, provided however all cheques over TWO THOUSAND FIVE HUNDRED DOLLARS (\$2,500.00) must be signed by the President.

4.1.3 The accounts of the Association shall be audited annually by the appointed auditors and a complete financial statement prepared by them for presentation at the AGM.

4.1.4 The Association shall have no borrowing powers.

4.2 Charitable Purposes

4.2.1 The Association shall annually undertake and devote its resources to charitable purposes including but not limited to:

- (a) the operation and maintenance of the Facility and two community skating rinks;
- (b) publication of a newsletter to Association members;
- (c) operation of sports and special occasion programs for Association members;
- (d) other Association based administration including coordination of support or opposition to community developments; and
- (e) sponsorship of junior rugby programs run out of the community.

4.3 Association Seal:

4.2.1 The Association shall obtain a seal which may be affixed only to such documents, deeds, or correspondence as the President, a Vice-President, Secretary, and Treasurer, or any two of them in their discretion shall execute.

4.2.2 The Secretary shall maintain possession of the Association Seal.

ARTICLE 5 GOVERNMENT

5.1 Board

5.1.1 The business and affairs of the Association shall be administered by a Board consisting of a President, a Past President, three Vice-Presidents, a Secretary, and a Treasurer. These positions will comprise the Officers of the Board. Five Committee Heads will also be members of the Board and will comprise the Directors at Large. The term of office for the President, Vice-Presidents, Secretary, Treasurer and Committee Heads shall be two

years. The term of office for the Past President shall be as long as the current President holds office.

5.1.2 The Board shall have powers to administer all business and affairs of the Association with limited individual expenditure of a maximum of FIFTEEN THOUSAND (\$15,000.00). A SGM will have to be called to authorize expenditures in excess of FIFTEEN THOUSAND DOLLARS (\$15,000.00).

5.1.3 All notes, drafts, and cheques shall be signed by any two of the following Officers: President, Past President, a Vice-President, Treasurer, and Secretary.

5.2 Election of Officers

5.2.1 Term of Office

(a) Elections for the position of President, Treasurer and Directors at Large will take place in even calendar years. All Board positions shall be held for a maximum of two (2) years at a time. Elections for the positions of Vice Presidents and Secretary will take place in even years.

(b) Members may stand for election at the AGM without prior notice to the membership of their intention to do so. Members may indicate that they would like to announce their intention to stand for an executive position to the membership prior to the AGM.

5.2.2 Elections

(a) Elections of Officers shall take place at the AGM in November of each year.

(b) Election shall be by majority vote of the members eligible to vote and present at the AGM.

(c) There shall be a separate vote for each office.

(d) No proxy votes shall be accepted at the AGM.

5.2.3 The Past President is not an elected position. The Past President holds office until the current President is replaced, at which time the President becomes Past President.

5.2.4 If the President vacates office, a Vice-President will automatically become President until the next AGM, at which time a new election for President must occur, whether in an even or an odd year. The Board will vote as to which Vice-President shall assume office in such a circumstance. If any other executive member vacates office, a replacement shall be elected at the next regular meeting and will hold office until the next AGM.

5.3 Duties of Officers

5.3.1 President

The President shall:

(a) Be responsible for the general supervision of the Association.

(b) Chair all meetings of the Association and the Board.

- (c) Act as the official spokesperson for the Association, but may delegate such authority.
- (d) Be the principal signing authority on all documents and correspondence, and a designated signing authority on all bank accounts of the Association.
- (e) With the Secretary, authenticate the use of the Seal of the Association.
- (f) Be an ex officio member of all committees of the Association, or designate another executive to committees as required. The President has the authority to recommend Board resolutions in relation to issues on committees which cannot be resolved at the committee level.
- (g) The President may vote on Association issues and may cast tie-breaking votes where necessary.
- (h) Carry out other duties pertaining to such office, and other duties as assigned by the Board.
- (i) Copy all communications to the Secretary.

5.3.2 Vice-Presidents

- a) The Vice-President Association Property and Facility shall:
 - (i) Be responsible for over-seeing bookings and rentals for the Facility.
 - (ii) Be responsible for the coordination of the cleaning and the maintenance of the Facility.
 - (iii) Be responsible for overseeing the Rink Maintenance Committee.
 - (iv) Keep abreast of all safety matters in the Ward and organize written submissions in relation to the same pursuant to the Board's approval. A Safety and Security Committee may be struck to attend to safety and security related matters in the Ward of which the Vice-President City Hall Associate Property and Facility will be the Chair and shall have the power to appoint or dismiss members from the Safety Committee as needed
 - (v) Carry out all other related duties as assigned by the Board.

- (b) The Vice-President Communications and Social Media shall:
 - (i) Be responsible for the content and distribution of the Association newsletter and other communication (either in electronic or hard copy).
 - (ii) The collection of advertising funds for the Association newsletter.
 - (iii) The updating of the Association website and social media sites.
 - (iv) Be responsible for coordinating with the Association committees for content and posting.

- (v) Carry out all other related duties as assigned by the Board.
- (c) The Vice-President City Hall Relations / Commercial Development shall:
- (i) Liaise with the Councillor's Office and other governmental departments in relation to Ward issues.
 - (ii) Keep abreast of commercial developments in the Ward and organize written submissions in relation to the same pursuant to the Board's approval.
 - (iii) Liaise with commercial stakeholders in the Ward and develop working relationships with them on behalf of the Association.
 - (iv) Keep abreast of all traffic matters in the Ward and organize written submissions in relation to the same pursuant to the Board's approval. A Traffic Committee may be struck to attend to traffic related matters in the Ward of which the Vice-President City Hall Relations/Commercial Development will be the Chair and shall have the power to appoint or dismiss members from the Traffic Committee as needed.
 - (v) Carry out all other related duties as assigned by the Board.

5.3.3 Secretary

The Secretary shall:

- a) Attend all meetings of the Association and the Board and keep accurate minutes of such meetings.
- b) Be in charge of all correspondence of the Association under the direction of the President and the Board.
- c) Make sure a record of names and addresses of all members is kept and cause all notices of various meetings to be sent as required.
- d) Ensure that all records of the Association are properly maintained.
- e) Make available official books of record to any member or members upon request at any general meeting.
- f) With the President, authenticate the use of the Seal of the Association.
- g) Keep abreast of all membership matters for the Association and be responsible for soliciting memberships and collecting annual dues when required. A Membership Committee may be struck to attend to membership related matters in the Association of which the Secretary will be the Chair and shall have the power to appoint or dismiss members from the Membership Committee as needed
- h) Carry out all other duties as assigned by the Board.

5.3.4 Treasurer

The Treasurer shall:

- a) Ensure that all monies paid to the Association are deposited in a chartered bank, Treasury Branch, Credit Union, or Trust Company covered by deposit insurance.
- b) Provide a monthly report of the Association's bank accounts and operational costs and be able to advise the Board at any time of the financial position of the Association.
- c) Ensure that an audited financial statement is prepared by the appointed auditors and presented at the AGM.
- d) Make available official books of record to any member or members upon request at any general meeting.
- e) Keep abreast of all financial matters in the Ward and arrange and supervise the ways and means of collecting funds for the Association pursuant to the Board's approval. A Financial Committee may be struck to attend to finance related matters in the Ward of which the Treasurer will be the Chair and shall have the power to appoint or dismiss members from the Financial Committee as needed
- f) Carry out all other duties as assigned by the Board.

5.3.5 Committee Heads

- a) Planning and Development Committee Head
 - (i) Report to the Board regarding residential development issues in both Elboya Heights and Britannia.
 - (ii) Oversee enforcement of Elboya Heights and Britannia building restrictions.
 - (iii) Develop and maintain Elboya Heights and Britannia Residential Development Committee expertise in caveat requirements, building restrictions, bylaw requirements, and other requirements in relation to residential building restrictions.
 - (iv) Make recommendations to the Board regarding building enforcement actions.
 - (v) Liaise with both the Britannia Caveat Sub-Committee (see Article 8) and the Elboya Heights Restrictive Covenant Sub-Committee (see Article 9) to address building issues in the two communities.
- b) Family Special Events Committee Head
 - (i) Oversee and coordinate events hosted by the Family Events Committee.
 - (ii) Report to Board regarding annual schedule of family events and funding requirements for same.
 - (iii) Be Chairperson of the Family Special Events Committee and solicit and appoint or dismiss members from the Committee as needed.
 - (iv) Carry out all other related duties as assigned by the Board.
- c) Adult/Seniors Events Committee Head

- (i) Oversee and coordinate events hosted by the Adult/Seniors Events Committee.
 - (ii) Report to Board regarding annual schedule of adult/seniors events and funding requirements for same.
 - (iii) Be Chairperson of the Adult/Seniors Events Committee and solicit and appoint or dismiss members from the Committee as needed
 - (iv) Carry out all other related duties as assigned by the Board.
- d) Rink Maintenance Committee Head
- (i) Oversee Rink Maintenance Committee.
 - (ii) Liaise with Vice-President Association Property and Facility
 - (iii) Report to Board regarding rink maintenance requirements and funding requirements for same.
 - (iv) Carry out all other related duties as assigned by the Board.

5.3.6 Remuneration

5.3.6.1 There shall be no remuneration of Officers.

5.4 Executive Committee

5.4.1 The Officers of the Board, or any number of them as decided in the discretion of the Board, shall comprise the Executive Committee.

5.4.2 The Executive Committee shall be responsible for the day-to-day administration of the affairs of the Association and the requirements of these bylaws.

5.4.3 The Board has the power to appoint any additional committees or volunteer positions as deemed necessary

5.6 Removal of Officers

5.6.1 Any Officer of the Association may be removed from their office by a two-thirds (2/3) vote of the members of the association at an AGM.

5.7 Conflict of Interest

5.7.1 To avoid a real or perceived conflict of interest, Officers are prohibited from conducting business with, or engaging their services for compensation, with the Association unless such a business relationship is approved in advance at an AGM or SGM.

5.7.2 Officers must declare all conflicts of interest, or potential conflicts of interest, to the Board. The Board shall then determine appropriate next steps in relation to the disclosure of a potential or real conflict of interest by the Officer. Officers must refrain from debating or voting on issues at Board meetings where a conflict of interest between the Officer and the Board can reasonably be assumed to exist.

- 5.7.3 Where an Officer is found to be in breach of Section 5.7.1 or Section 5.7.2, the Board may vote to suspend the Officer from Board meetings for the balance of the year until the position can be filled by way of election at the following AGM.

ARTICLE 6 MEETINGS

6.1 Attendance at Meetings

- 6.1.1 All Annual, Special, and General meetings of the Association shall be open to all persons who reside within the boundaries of the Association and all guests of the Association, except that all or any part of any meeting may be closed by a majority of the votes cast by those entitled to vote and are present.

6.2 AGM

- 6.2.1 The Board shall call for an AGM of the membership to be held on or before the 30th day of November of each year.
- 6.2.2 Members shall be advised at least thirty (30) days prior to an AGM or SGM by way of email/social media, posting on the website of the Association, or hard copy distribution of notice.
- 6.2.2 The business of the AGM shall include:
- a) President's Report of the year's activities;
 - b) Treasurer's Report and the Audited Statements of which sufficient copies are to be available for examination and viewing by the members present;
 - c) Appointment of Auditors;
 - d) Election of Officers;
 - e) Any other business of the Association, except that no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given.
- 6.2.3 The order of business shall be at the discretion of the chairman provided that the business and reports relating to the preceding fiscal year take place before the election of Officers.

6.3 General Meetings

- 6.3.1 The Board may call, in addition to the AGM, a General Meeting of the membership at any time and for any purpose.

6.4 Special Meetings

- 6.4.1 A Special Meeting of the Members of the Association may be called from time to time as circumstances shall require or dictate, if
- a) the Board sees fit to call such meeting, or

- b) the President receives a request in writing, signed by not less than ten percent of the registered members, stating the reason and motion intended; such meeting to be called within thirty days of receipt of said request.

6.5 Board Meetings

- 6.5.1 The Board shall meet at least six times per year. Additional meetings of the Board may be called at the discretion of the President or of any of the Board.

6.6 Notice of Meetings

- 6.6.1 Proper Notice of a minimum of thirty (30) days shall be given to all members for any Annual, General, or Special meeting.

6.7 Quorum

- 6.7.1 A quorum of members at any Annual, General, or Special meeting shall consist of ten (10) members present.
- 6.7.2 A quorum of members of the Board at any meeting of the Board shall consist of not less than sixty per cent (60%) of the total sitting members of the Board. If a quorum is not present the meeting shall be adjourned to a date fixed by the Board members present.

6.8 Voting

- 6.8.1 Each member of the Association shall have one vote at any Annual, General, or Special meeting, and where elected or appointed, at any Board meeting if they are an Officer of the Association.
- 6.8.2 At all meetings of the Association, whether Annual, General, Special, or Executive, every question shall be decided by a majority of the votes cast by the members present unless otherwise required by the by-laws of the Association or by law.
- 6.8.3 A declaration by the Chairman that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 6.8.4 There shall be no voting by proxy permitted at any meeting.

6.9 Minutes

- 6.9.1 Minutes shall be taken and recorded at every meeting, the original copy of said document to be kept in the possession of the Secretary.

ARTICLE 7 AMENDMENTS

- 7.1 The bylaws of the Association shall not be rescinded, altered, or amended except by "Special Resolution" passed at a Special or General Meeting.
- 7.2 Any action resulting in a change to the *Societies Act*, which may conflict with any part of these bylaws, shall have the effect of an amendment without any action of the part of the Association.
- 7.3 Any question of procedure not provided for in these bylaws or by the *Societies Act* shall be decided by the Board. Any action or policy decision made shall be noted, an appropriate provision established, and forwarded to the membership to be discussed and included in these bylaws, if passed, at the next Annual General or Special Meeting of the Association.

ARTICLE 8
BRITANNIA CAVEAT SUB-COMMITTEE

- 8.1 A Britannia Caveat Sub-Committee comprised of Britannia residents shall be struck to attend to the management and enforcement of issues related to the Britannia Caveat.
- 8.2 The Britannia Caveat Sub-Committee shall have its own bank account and the funds related to the management and enforcement of the Britannia Caveat shall be limited to the Britannia Caveat Sub-Committee's Bank Account. The Britannia Caveat Sub-Committee shall have responsibility for managing and disbursing the funds in the Britannia Caveat Sub-Committee's bank account and conducting fund-raising in relation to the same. The Association shall not be responsible for any funds in relation to the management or enforcement of the Britannia Caveat.
- 8.3 The Britannia Caveat Sub-Committee can only be disbanded and the Britannia Caveat Sub-Committee's bank account combined with the general funds of the Association upon the vote of 90% of the Britannia residents who are Members in Good Standing of the Association to do so and a passing of a Resolution authorizing the same.
- 8.4 The Association shall have audit and review rights over the Britannia Caveat Sub-Committee as may be necessary and advisable from time to time. The Treasurer and/or President may require that financial information be provided to the Association from the Britannia Caveat Sub-Committee for audit and reporting purposes.
- 8.5 The Britannia Caveat Sub-Committee shall defend, indemnify and hold the Association, its officers, directors, employees, volunteers and members harmless from any and all claims, injuries, damages, losses or lawsuits including attorney fees, arising out of or resulting from the acts, errors or omissions of the Britannia Caveat Sub-Committee in the management and enforcement of issues related to the Britannia Caveat.
- 8.6 Work closely with the Planning and Development Committee and report to the Planning and Development Committee Head.

ARTICLE 9
ELBOYA-HEIGHTS RESTRICTIVE COVENANT SUB-COMMITTEE

- 9.1 An Elboya-Heights Restrictive Covenant Sub-Committee comprised of Elboya-Heights residents shall be struck to attend to the management and enforcement of issues related to the Elboya-Heights Restrictive Covenant.
- 9.2 The Elboya-Heights Restrictive Covenant Sub-Committee shall have its own bank account and the funds related to the management and enforcement of the Elboya-Heights Restrictive Covenant shall be limited to the Elboya-Heights Restrictive Covenant Sub-Committee's Bank Account. The Elboya-Heights Restrictive Covenant Sub-Committee shall have responsibility for managing and disbursing the funds in the Elboya-Heights Restrictive Covenant Sub-Committee's bank account and conducting fund-raising in relation to the same. The Association shall not be responsible for any funds in relation to the management or enforcement of the Elboya-Heights Restrictive Covenant.
- 9.3 The Elboya-Heights Restrictive Covenant Sub-Committee can only be disbanded and the Elboya-Heights Restrictive Covenant Sub-Committee bank account combined with the general funds of the Association upon the vote of 90% of the Elboya-Heights residents who are Members in Good Standing of the Association to do so and a passing of a Resolution authorizing the same.

- 9.4 The Association shall have audit and review rights over the Elboya-Heights Restrictive Covenant Sub-Committee as may be necessary and advisable from time to time. The Treasurer and/or President may require that financial information be provided to the Association from the Elboya-Heights Restrictive Covenant Sub-Committee for audit and reporting purposes.
- 9.5 The Elboya-Heights Restrictive Covenant Sub-Committee shall defend, indemnify and hold the Association, its officers, directors, employees, volunteers and members harmless from any and all claims, injuries, damages, losses or lawsuits including attorney fees, arising out of or resulting from the acts, errors or omissions of the Elboya-Heights Restrictive Covenant Sub-Committee in the management and enforcement of issues related to the Elboya-Heights Restrictive Covenant.
- 9.6 Work closely with the Planning and Development Committee and report to the Planning and Development Committee Head.

ARTICLE 10
DISSOLUTION CLAUSE

- 10.1 In the event that the Society is dissolved or otherwise wound up, any assets or funds held by the Society at the time of its dissolution will be distributed to a charitable or non-profit group with purposes that are similar in nature to that of the Society.