

Erlton Community Association

BYLAWS 2014

(supersedes Erlton Community Bylaws of 1979)

ARTICLE ONE – NAME

1. The name of the society, incorporated in 1979, is Erlton Community Association (hereinafter referred to as "the Association").

ARTICLE TWO – REGISTERED OFFICE

1. If changed since the previous Annual General Meeting or Special General Meeting, the registered office of the Association shall be confirmed at each Annual General Meeting or Special General Meeting.

ARTICLE THREE – MEMBERSHIP

1. There are two categories of membership in the Association:
 - a. Active Membership
 - i. Active Membership shall be open to all residents of the Community, (Community boundaries being the area bounded by Spiller Road on the east, Mission Road and 34th Avenue SW on the south and the Elbow River on the west and north), who are 18 years of age and over.
 - ii. An Active member is defined as one who has a permanent residential address in the Community of Erlton.
 - iii. Annual Dues for Active Membership shall be such amount as determined from time to time by the Association at a General Meeting.
 - iv. Annual Dues shall be due and payable on or before December 1 of each year.

- v. Active Membership shall be granted free of dues to all residents of the Community who are 65 years of age and over upon duly being registered with the Membership Chairperson.
 - vi. An Active Member is entitled to:
 - vote on any issue arising at a meeting of the Association
 - hold office or stand on any committee
 - vii. New Active members, upon payment of their dues, shall be considered to be Associate members until 30 days have expired from the date of registration and payment of dues, at which time they become Active members.
- b. Associate Membership
- i. Associate membership shall be open to any person residing outside the Community, but within the Province of Alberta.
 - ii. Shall be granted free of dues to all members' children residing in the Community who are under the full age of 18 years.
 - iii. There may be a nominal activity fee to be determined by the Board of Directors.
 - iv. Annual Dues for Associate Membership shall be such amount as determined from time to time by the Association at a General Meeting.
 - v. Annual Dues shall be due and payable on or before December 1 of each year.
 - vi. Associate membership entitles a person to:
 - Speak on any topic brought up for discussion at meetings of the Association. However, such persons shall have no vote.
 - vii. Nominations for Associate membership may be made by any Active Member of the Association. Such nominations must be approved at a General Meeting.
2. The membership year shall terminate November 30th.
3. In no event is membership transferable.

4. All persons accepting membership in the Association agree to be responsible for, and abide by the bylaws, rules and regulations of the Association.
5. Any member may be expelled at a General Meeting by the consenting vote of ninety percent (90%) of the members present at such a meeting. Fifteen days written notice (mailed, emailed, hand delivered, or any combination thereof), of intent to call for such an expulsion must be given to all Association members stating the reason for the motion. Such notice must be sent by registered mail to the member in question. Any member so expelled may be reinstated at a General Meeting by the consenting vote of seventy-five percent (75%) of the members present, providing the Board of Directors is satisfied that the member applying for reinstatement has made suitable reparation.
6. The membership shall be responsible for establishing the policies of the Association.
7. A member may withdraw from membership by giving written notice to withdraw to the Board of Directors. Membership dues shall not be refunded.
8. The Association shall maintain a register of its members including:
 - i. The member's name, full address, telephone number, and email address (if given)
 - ii. Date of current admission as a member
9. If an email address is registered with the Chair of the Membership Committee, then this email address, until amended or removed at the request of the Member, may be used by the Board of Directors as means of Written Notice to all Annual General Meetings, Special General Meetings, or for any and all other communications and notices as are required under these Bylaws or other governing laws and documents, and that no verification of email receipt is required. If no email address is registered, then notices shall be carried out to such Members by any one of mail, telephone, hand delivery, or any combination thereof. In addition, notice boards may be posted at two entrances to the Community.

ARTICLE FOUR – OFFICERS

1. Officers shall be elected by a simple majority vote at each Annual General Meeting.
2. The Officers shall manage the affairs of the Association subject to such restrictions or extensions of power, including the hiring of personnel, as may be determined from time to time by the general membership.
3. The Officers shall consist of the President, Vice-President, Secretary and Treasurer. The names of the elected officers shall be forwarded immediately following the elections to the Registrar, as required under the Societies Act of Alberta, the City Parks and Recreation Department, the Federation of Calgary Communities, and the Councillor for our Ward. Any change to the positions of President, Vice-President, or Chair of the Planning and Development Committee must also be forwarded without delay to the City of Calgary Planning Department.
4. Duties of Officers
 - a. The President
 - i. Shall preside at all meetings of the Association.
 - ii. Shall be an ex-officio member of all committees.
 - iii. Shall be the principal co-ordinator of all activities of the Association.
 - iv. Shall have charge of the Seal of the Association. Whenever the Seal is used it should be authenticated by the signature of the President and one of the other officers.
 - v. Shall be the representative to the Federation of Calgary Communities.
 - vi. Shall be the representative to Councillor Ward Meetings.

b. The Vice-President

- i. Shall act in the absence of the President.
- ii. Shall act for the secretary in the absence of the secretary.
- iii. Shall be the principal manager of all Association properties and keys, including maintenance and scheduling of uses and budgets of same.
- iv. Shall be the alternative representative to the Federation of Calgary Communities.
- v. Shall be the alternative representative to Councillor Ward Meetings.

c. The Secretary

- i. Shall attend all meetings of the officers, the Board of Directors and the Association and keep accurate records of same.
- ii. Shall handle the Association correspondence both business and social.

d. The Treasurer

- i. Shall record all deposits, pay all accounts as they mature, and keep a record of all such transactions in proper books of accounts, and shall render a financial report at each Annual General Meeting or when called upon to do so by the Officers, the Board of Directors or the general membership.
- ii. Shall prepare the books of accounts for audit.

ARTICLE FIVE – BOARD OF DIRECTORS

1. Members of the Board of Directors shall be Active Members of the Association.
2. The Board of Directors shall include the elected Officers and elected Chairpersons of Standing Committees.

3. Executive power shall be vested in the Board of Directors subject to the directions of the Association in General Meetings and they may take action upon any matters affecting the Association and its objectives.
4. The Board of Directors shall carry out the Resolutions of the Association and shall act for the Association.
5. The Board of Directors shall consist of not less than five members and not more than fifteen members. Notwithstanding this, should the Board of Directors comprise fewer than five members for any reason, any vacant positions will be filled as described in Article 5.8.
6. Standing Committees may include, but not be limited to, the following:
 - Transportation and Traffic
 - Planning and Development
 - Parks and Recreation
 - Membership

A 50% plus one simple majority vote will approve the Standing Committees at the Annual General meeting. Having approved the Standing Committees in this way, the President shall preside over the election of Chairs to the Standing Committees.

Ad hoc committees may be established as required.

7. Any member of the Board of Directors absent from three consecutive General Meetings may be removed from the Board by a majority vote of the Board.
8. Should one or more seats on the Board of Directors, other than for that of Officer become vacant for any reason, the Board may fill such a vacancy, subject to the approval of the Association membership, at the next General Meeting. Should one or more seats of an Officer become vacant for any reason, the Board must call for nominations at the next General Meeting. Each replacement shall be acclaimed or, if more than one nominee runs for the same position, each replacement shall be elected by a simple majority vote of the members present at the General Meeting. All those appointed or elected shall serve until the next Annual General Meeting.

9. Board Members shall participate in committees deemed necessary for the proper operation of the Association.
10. Board Members shall submit budgets for the coming year to the Treasurer by September 30th. The Treasurer will consolidate all information into a budget to be presented at the Annual General Meeting in November.
11. Each position on the Board of Directors shall last one year unless the persons on the Board are re-appointed by the General Membership.
12. No member of the Board of Directors shall receive remuneration of any kind for services unless approved by a minimum of 75% of those Active members present at a General or Special Meeting.
13. A member of the Board of Directors may be reimbursed for out-of-pocket expenses.
14. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Association. The Association does not protect any Director from acts of fraud, dishonesty, or bad faith.
15. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty, or bad faith.
16. Directors or Officers can rely on the accuracy of any statement of report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE SIX - MEETINGS

1. All meetings shall be conducted according to "Roberts Rules of Order", insofar as they are not inconsistent with The Societies Act of Alberta.

2. Notice of the date and time of the Annual General Meeting must be given at least fifteen days before such meeting. Members shall be notified by any one of mail, email, telephone, hand delivery, or any combination thereof. In addition, notice boards may be posted at two entrances to the Community.
3. The Annual General Meeting of the Association shall be held before the 15th of November.
4. The Agenda of the Annual General Meeting shall include the following matters:
 - adopting the Agenda
 - adopting the minutes of the last Annual General Meeting
 - considering the President's Report
 - reviewing the financial statements setting out the Association's income, disbursements, assets, liabilities and the auditor's review
 - electing the Officers
 - approval of Standing Committees as presented by the President
 - electing of Directors (Chairs, Standing Committees)
 - considering matters specified in the meeting notice
5. General Meetings shall be held on the second Tuesday of every month, excluding July and August and the month in which the Annual General Meeting is held. Members shall be notified at least two days prior to the meeting, with notice given by any one of mail, email, telephone, hand delivery, or any combination thereof. In addition, notice boards may be posted at two entrances to the Community.
6. Special General Meetings must be called by the President and be held within fourteen days of the receipt of a written request or petition signed by six members of the Association stating the reason for calling the meeting.
7. Notice of all Special General Meetings must be given at least seven days before the meeting, stating the time, date, place, and the reason for the meeting. Members shall be

notified by any one of mail, email, telephone, hand delivery, or any combination thereof. In addition, notice boards may be posted at two entrances to the Community.

8. Board of Directors' Meetings shall be called as often as deemed necessary.
9. Committee Meetings shall be called as often as deemed necessary.

ARTICLE SEVEN – QUORUM

1. At all Annual, Special and General Meetings, eight (8) Active members of the Association including two (2) members of the Board of Directors shall constitute a quorum.

ARTICLE EIGHT - VOTING

1. Each active member shall have one vote which must be cast in person and not by proxy or otherwise.
2. All matters brought before any meeting of the Association shall be decided by a simple majority vote, except as otherwise stated in the Bylaws and the Societies Act (Alberta). However, if at least 50% of Board of Directors in attendance so decide, the final approval of the matter must be carried forward for a re-vote at the next General Meeting.

ARTICLE NINE – FINANCE

1. For purposes of carrying out the objectives of the Association, the Board of Directors may raise money in such a manner as it shall determine, except debentures can only be issued by Special Resolution of the members, at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given. A minimum of 75% of those members who, if entitled to do so, vote in person and not by proxy or otherwise, must vote in favour of said Special Resolution.
2. The budget year shall commence on the first day of December each year.
3. The fiscal year of the Association shall be from July 1 to June 30.

4. The Treasurer shall present to the Annual General Meeting in November an annual budget for sanction. Each annual budget shall terminate at the end of the budget year.
5. Any additional expenses not approved in the budget must be approved by members at a General Meeting.
6. The members at large shall appoint one or more or auditors at a General Meeting which occurs before the Annual General Meeting. These individuals shall not be members of the Board of Directors.
7. All books, records and accounts of the Association shall be audited annually by the Association's auditors. The audited financial statement shall be presented at the Annual General Meeting, attached to the Society Annual Return, and sent to the Registrar, as required in the Societies Act of Alberta.
8. The books and records of the Association may be inspected by any member of the Association at the end of any regular General Meeting, or at any other time, after giving reasonable notice. The inspection will be done in the presence of the officer having custody of the books and records.

ARTICLE TEN – REQUIREMENTS OF THE PLANNING COMMITTEE

1. Within seven (7) calendar days of receiving Notice from the City of Calgary Planning Department, or other sources, of an application to develop a particular parcel of property, the Chair of the Planning and Development committee must inform residents immediately adjacent to the proposed development of said Notice.
2. The immediate residents shall be invited to any meetings specifically called to discuss the development in question.
3. If those residents so request, their views shall be included in the Erlton Community's response to the City's request for comment on a development application, even if their views conflict with the Community view.

ARTICLE ELEVEN – EXECUTION OF CONTRACTS

1. All contracts, promissory notes, cheques, drafts and all legal documents shall be signed by any two of the President, Secretary or Treasurer except the signature of the President shall be affixed to all documents requiring the Seal of the Association.

ARTICLE TWELVE – AMENDING THE BYLAWS

1. These bylaws may be amended by a Special Resolution at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given. A minimum of 75% of those members who, if entitled to do so, vote in person and not by proxy or otherwise, must vote in favour of said Special Resolution.

ARTICLE THIRTEEN - DISSOLUTION

1. In the event of dissolution of this Association, all properties, assets and liabilities shall revert to and become the property of Parks Foundation Calgary.

MAY 19, 2014