



BYLAWS

MARDA LOOP COMMUNITIES ASSOCIATION

Proudly serving South Calgary, Altadore, River Park and Garrison Woods

ARTICLE 1: PREAMBLE

- 1.1. The name of the association is the Marda Loop Communities Association, also referred to as the Association or MLCA, and previously named the South Calgary Community Association. The Association was incorporated under the Societies Act of Alberta in 1957.
- 1.2. The boundaries of the MLCA shall be such as laid down by appropriate city authority and includes the communities and areas commonly referred to as South Calgary, Altadore, River Park and Garrison Woods.
- 1.3. The following articles set forth the Bylaws of the Association.

ARTICLE 2: DEFINITIONS AND INTERPRETATION

2.1. Definitions

In these Bylaws, unless otherwise provided, the following terms shall have the following meanings.

- 2.1.1 Association or MLCA means the Marda Loop Communities Association.
- 2.1.2 Member means any member of the Association currently in good standing, in accordance with the membership provisions of Article 3.
- 2.1.3 Voting Member means a Member entitled to vote at meetings of the Association in accordance with the membership provisions of Article 3.
- 2.1.4 Board means the elected and appointed Board of Directors of the Association. This includes the President and the immediate Past President.
- 2.1.5 Director means an individual elected or appointed to the Board of Directors of the Association.
- 2.1.6 Resolution means a resolution passed by a majority of vote of the persons present and entitled to vote at a duly called and constituted meeting.
- 2.1.7 Special Resolution means a resolution passed by the vote of not less than 75% of those persons present and entitled to vote at a meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given.
- 2.1.8 Bylaws mean the Bylaws of this Association as amended.

2.2. Interpretation

- 2.2.1 Where the context requires, words indicating the singular number shall also include the plural and vice versa.
- 2.2.2 Words indicating a gender shall include all genders.
- 2.2.3 Words indicating persons shall also include corporations and societies.



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

ARTICLE 3: MEMBERSHIP

3.1. Categories of Members

There are four (4) categories of Members:

- a) Family
- b) Individual
- c) Senior
- d) Associate

3.1.1 Family Member

A Family membership is available to the adult(s), and children under the age of 21, who reside at the same address within the boundaries of MLCA. Upon payment of the designated membership fee, those qualified members of the household membership shall be entitled to the full privileges of the Association. The right to vote shall be limited to two adult members of the household.

3.1.2 Individual Member

An Individual membership is available to any adult who has attained 18 years of age and who resides within the boundaries of MLCA. Upon payment of the designated membership fee, the member is entitled to the full privileges of the Association. The right to vote is limited to a single vote.

3.1.3 Senior Member

A Senior membership is available to any adult who has attained 65 years of age or older and who resides within the boundaries of MLCA. Upon payment of the designated membership fee, the member is entitled to the full privileges of the Association. The right to vote is limited to a single vote.

3.1.4 Associate Member

This non-voting membership category is available to:

- a) Individuals and families who do not reside within the MLCA boundaries but are required to purchase a membership for participation in programs conducted by the MLCA or operated at Centennial/Flames Community Arenas, or
- b) Businesses, not-for-profit and for-profit groups who operate in the community, whether or not their head office resides within the boundaries of the MLCA. These members may be awarded a voting membership by the Board of Directors upon the passing of a two-third (2/3) majority vote of the Board.

3.2. Membership Fees

3.2.1 Except as otherwise provided herein, each category of Member shall be assessed a membership fee as determined by the Association.

3.2.2 The membership fee structure shall be approved by a Resolution passed at an Annual General Meeting or a Special General Meeting.



- 3.2.3 In addition to annual membership fees, the membership fee structure may include other terms (for example, two year membership term, lifetime membership term, etc.)
- 3.2.4 Memberships expire on the day after the end of the membership term.
- 3.2.5 If a Member has not paid the membership fee within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation from the Association.

3.3. Rights and Privileges of Members

- 3.3.1 A member in good standing is entitled to:
 - a) receive notice of meetings of the Association;
 - b) attend any meeting of the Association;
 - c) speak at any meeting of the Association;
 - d) participate in programs or events conducted by the MLCA or operated at Centennial/Flames Community Arenas;
 - e) With the exception of an employee of the Association, be eligible to serve as a Director of the Association, and
 - f) exercise other rights and privileges given to Members in these bylaws.
- 3.3.2 Family, Individual and Senior members as provided for in Article 3.1 have the privilege of voting at all meetings of the general membership, provided they have been a member in good standing for 45 days prior to the vote being held.

3.4 Member in Good Standing

A Member, as defined in 3.1, is in good standing when:

- a) The Member has paid membership fees to the Association for the current year;
- b) The Member has not submitted their resignation from the Association;
- c) The Member has not been expelled from the Association.

3.5 Resignation of Membership

Any Member may resign from membership in the Association by notifying the Board in writing to that effect. Withdrawal will be effective immediately upon receipt by the Board of such notice. There will be no refund of membership fee on resignation.

3.6 Death

The membership of a Member is ended upon their death.

3.7 Expulsion of Membership

The Association may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for one of the following reasons:

- a) if the Member has disrupted meetings or functions of the Association; or



- b) if the Member has done or failed to do anything judged to be harmful to the Association or the community that the Association represents.
- 3.7.1 The reason for the expulsion will be documented in the Special Resolution. The member will be notified in writing of the Special Meeting and be allowed to address the Association before the vote is taken.
- 3.7.2 The expelled member may re-apply for membership in the Association after two (2) years. The Board will have the option of either approving or denying the application.

3.8 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE 4: STRUCTURE AND OPERATION

4.1. Governance & Management

The Board governs and manages the affairs of the Association. The Board may hire paid staff to carry out certain management functions under the direction and supervision of the Board.

4.1.1 Composition of the Board

The Board consists of the President, the Past President and up to twenty (20) Directors elected at the Annual General Meeting by the Voting Members.

4.1.2 Powers and Duties of the Board

- 4.1.2.1 The Board shall, subject to the Bylaws, the Societies Act or directions given by majority votes at any meeting properly called and constituted, have full control and management of the business and affairs of the Association.
- 4.1.2.2. No Director has the power to legally obligate the Association in any manner whatsoever without the prior approval of the Board. No Director shall take upon himself to commit the time, resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- 4.1.2.3 The duties of the Board include but are not limited to:
 - a) Promoting membership in the Association,
 - b) Approving an annual budget for the Association,
 - c) Paying all expenses for operating and managing the Association,
 - d) Paying persons for services,
 - e) Making policies for managing and operating the Association,
 - f) Maintaining all accounts and financial records of the Association,
 - g) Approving all contracts of the Association,
 - h) Without limiting the general responsibility of the Board, delegating its powers and duties to a Standing Committee, Adhoc Committee or to agents and/or employees of the Association.



4.1.3 Agents and Employees

4.1.3.1 The Board may appoint such agents and authorize the employment of such persons as they deem necessary to carry out the objectives of the Association. The Board may hire any staff they deem necessary.

4.1.3.2 Agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board.

4.1.3.3 In case of the absence or inability to act of any agent or employee of the Association or for any reason that the Board may deem sufficient, the Board may delegate all or any of the power of such person or persons to any other person or persons.

4.1.3.4 Agents and employees, including the Executive Director of the Association, may attend Board meetings but are not entitled to vote on any matters or resolutions put forward to the Board.

4.2. Election of the President and Directors of the Board

4.2.1 A current Member in good standing will recommend candidates for Director to the Board.

4.2.2 The President and all Directors including the Vice President, Secretary and Treasurer are elected at an Annual General Meeting by the Voting Members of the Association.

4.2.2.1 When the number of Candidates are equal to or less than the number of Director positions available, the election will be by acclamation.

4.2.2.2 When the number of Candidates are more than the number of Director positions available, the election shall be by secret ballot. The Past President, or other presiding Officer, will set the procedure for the ballot vote and conduct the vote.

4.2.3 The President and all Directors shall be elected to hold office for a two-year term, subject to the right of the Board to stipulate prior to the Annual General Meeting that a Director's term be for one (1) year in order to achieve or amend the staggered sequence of election of Directors. The term ends at the close of the second Annual General Meeting following the Annual General Meeting at which they were elected.

4.2.4 At the end of their term, all Directors are able to stand for nomination and potential re-election at the Annual General Meeting. No Member may be elected as an Officer for more than six (6) years in succession without a Special Resolution of the Membership. The exception being the position of Past President, which is an automatic appointment of the President upon the end of their term.

4.2.5 The election of the Officers of the Association will also be in accordance with article 4.5.

4.2.6 Directors appointed mid-way through the year will be candidates for re-election for a full two-year term at the next Annual General Meeting.



- 4.2.7 As long as a minimum of five Directors remain in office, the Board may fill vacancies on the Board by appointing Directors until the next Annual General Meeting.
- 4.2.8 If there is not a minimum of five Directors remaining on the Board, the Board shall forthwith call a Special Meeting of the Association to fill the vacancies.

4.3. Resignation or Removal from the Board

- 4.3.1 A Director, the President and Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation. If any Director resigns his office the Board may declare his office vacant.
- 4.3.2 If any Director is absent from three (3) consecutive Board meetings, or is absent from four (4) Board meetings in total during the operational year, the Board may declare his office vacant by a majority of at least 2/3 vote of the Board.
- 4.3.3 The Association may, by calling a Special Meeting and voting on a Special Resolution, remove a Director before the expiration of their term of office.
- 4.3.4 The Board may, by calling a Special Meeting and voting on a Special Resolution, remove any Director or Officer whose conduct is determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association, including dereliction of duties, or who willfully commits a breach of the Bylaws.
- 4.3.5 No Director shall be removed without being notified in writing of the complaint, with 21 days notice given of the opportunity to be heard at a Special Meeting called for that purpose. The meeting shall be held not less than 21 days and not more than 60 days from date of motion arising.

4.4. Meetings of the Board

- 4.4.1 There shall be a minimum of ten (10) meetings of the Board of Directors per year. The meeting schedule for the year will be presented to the Board immediately following the Annual General Meeting. Notice is not required for these meetings, unless the time or location of the meeting has been changed. In this instance, the Secretary will ensure that all members of the Board are notified at least 48 hours prior to the change.
- 4.4.2 A special meeting of the Board may be called by the President or at the request of any two Directors at any time. Notice of such meeting shall be given to each Director not less than forty-eight (48) hours prior to the holding of the meeting either by telephone or by confirmed e-mail.
- 4.4.3 A simple majority of current members of the Board shall constitute a quorum at any meeting of the Board. Should there fail to be quorum at any duly called meeting of the Board, any business transactions requiring a motion and vote shall be tabled to the next regularly called meeting of the Board.
- 4.4.4 Each Director and the Past President have one (1) vote each on matters presented to the Board.
- 4.4.5 The President shall provide only the casting vote in the case of a tie vote.



4.4.6 These regular meetings of the Board shall not be required to be open to the Members of the Association or the general public, however the Board may choose to make these meetings open to said members or the general public at its discretion. Members are permitted to participate in discussions but only the Directors may vote.

4.5. Officers

4.5.1 The Officers of the Association are the President, Vice-President, Treasurer, Secretary and Past President of the Association.

4.5.1.1 All Officer positions are elected in accordance with 4.5.3 with the exception of the Past President, which is an automatic appointment of the outgoing President upon the end of their term.

4.5.2 If the outgoing President is not willing or not available to serve as Past President, a current board member will be elected by the Board to the position to act as the Past President / 5th Executive Officer.

4.5.2.1 When elected to the Past President position, the person resigns their position as a Director of the Association and instead become an Officer of the Association.

4.5.3 The Officer positions of President, Vice President, Secretary and Treasurer shall be elected at the Annual General Meeting and shall serve a two-year term. The terms shall be staggered to maintain continuity of the Executive Committee as follows:

a) President and Secretary will be re-elected in each year that ends in an even number;

b) Vice President and Treasurer will be re-elected in each year that ends in an odd number.

4.5.4 The President and other Officers can be re-elected to another Officer position after completion of their term, to a maximum of three consecutive two (2) year terms.

4.5.5 If an Officer resigns mid term the Board may appoint a member in good standing to fill the vacancy for the balance of the original term.

4.5.6 The term of Past President is in lock step with that of the President. When a President finishes their term, they are automatically offered the position of Past President with the term of their position being tied to that of the incoming President.

4.6. Duties of the Officers

4.6.1 The President:

- Chairs all meetings of the Association, the Board and the Executive Committee;
- Prepares, with the Executive, all Executive and Board meeting agendas;
- Acts as the official spokesperson for the Association;



- Co-ordinates the overall functioning of the Board and delegates duties accordingly;
- Chairs the Executive Committee, and
- Carries out other duties as directed by the Board.

4.6.2 The Vice-President:

- Replaces the President at various functions when asked to do so by the President or the Board;
- Be responsible for assisting the President in any reasonable way to ensure the proper functioning of the Association and its services to members;
- In the President's absence, the Vice-President or such other elected officer as is present shall be responsible for presiding at such meetings;
- Ensures that a record of all the members of the Association and their addresses be maintained;
- Is a member of the Executive Committee; and
- Carries out other duties as directed by the Board.

4.6.3 The Secretary:

- Attends all meetings of the Association and of the Board and keeps accurate minutes of the same. In case of the absence of the Secretary, their duties shall be filled by such Director as may be appointed by the Board;
- Has charge of all the correspondence of the Board;
- Shall send, or oversee other Directors to send, all notices to the various meetings as required;
- Files the annual return, changes in the Directors, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Is a member of the Executive Committee; and
- Carries out other duties as directed by the Board.

4.6.4 The Treasurer:

- Makes sure all monies paid to the Association are recorded and deposited in the Association's bank account;
- Present a full detailed account of the Association's receipts and disbursements to the Board as requested;
- Present to the Annual General Meeting an audited financial statement of the financial position of the Association and submit copies of same to the Secretary for the records of the Association;
- Is a member of the Executive Committee; and
- Carries out other duties as directed by the Board.

4.6.5 The Past President:

- Provides historical continuity about the Board's activities;



- Will chair the nomination and election by ballot process;
- Is a member of the Executive Committee; and
- Carries out other duties as directed by the Board.

4.7. The Executive Committee

4.7.1 The Executive Committee consists of the Officers of the Association.

4.7.2 The Executive Committee is responsible for:

- a) the day-to-day administration of the affairs of the Association and the requirements of these bylaws within the constraints set from time to time by the Board;
- b) carrying out emergency and unusual business between Board meetings;
- c) reporting to the Board on actions taken between Board meetings;
- d) carrying out other duties as assigned by the Board.

4.7.3 Meetings of the Executive Committee shall be held at least ten (10) times per year, or as often as the business of the Association shall require, and shall be called by the President or on the request of any two (2) other Officers who make a written request to the President to call a meeting and state the business of the meeting.

4.8 Committees

The Board may appoint various Standing Committees, Advisory Committees or Adhoc Committees to fulfill some of the duties of the Association or to advise the Board on specific matters.

4.8.1 Standing Committees

4.8.1.1 Standing Committees are established by the Board and include, but are not limited to, areas such as Membership, Playgroup, Preschool, Recreation, Pool, Marketing and Civic Affairs.

4.8.1.2 At the first Board meeting following the Annual General meeting, the Board will appoint the Chairperson for each Standing Committee.

4.8.1.3 The Standing Committee Chairperson, with the exception of Standing Committees with parent run boards such as the Preschool, shall be a Director of the Association.

4.8.1.4 The position of Chairperson for Standing Committees with parent run boards is open to Association members who have one or more children actively enrolled in the Marda Loop Communities Association program and who have been nominated by the current Parent Committee. The nominated person will then be presented to the Board for ratification at the first Board Meeting following the Annual General Meeting.

4.8.1.5 The Chairperson of each committee shall solicit committee members from the Association membership and report the committee membership to the Board. The Chairperson can replace individuals who have left the committee or add new members to the committee, with the provision that these changes in committee membership shall be duly reported to the Board at the next regular



Board meeting following the changes for ratification or rejection by the Board as a whole.

- 4.8.1.6 Each Chairperson shall keep the Board apprised of their committee's activities by:
- a) providing a copy of all committee meeting minutes to the President,
 - b) providing an update of the committee's activities at each Board meeting, and
 - c) presenting a written report of the committee's activities at the Annual General Meeting.

4.8.2. Ad-Hoc Committees

- 4.8.2.1 The Board may create Ad-Hoc Committees for specific duties not included in the mandate of the Standing Committees. Ad-Hoc Committees shall be established by a motion of the Board, and shall include the purpose, budget, reporting procedures and the time frame for the committee's existence.
- 4.8.2.2 Ad-hoc Committees shall keep the Board apprised of their committee's activities in the same manner as described in 4.8.1.6, as well as provide an annual written report for the Annual General Meeting as requested by the Board.

4.8.3. Advisory Committee

An Advisory Committee may be formed at the request of the President and will act as a resource body, making recommendations on policy to the Board.

4.9. Directors' Liability and Indemnity

- 4.9.1 The Association shall provide insurance to indemnify each Director and Officer, however, a Director or Officer may be held personally liable for events caused by them directly, or by their willful neglect or default.

4.10 Remuneration

- 4.10.1 No Director or Officer shall receive remuneration for acting in such capacity. Profits or other accretions of the Association shall not be used for promoting Director's personal objectives.

ARTICLE 5: MEETINGS OF THE ASSOCIATION

5.1. Annual General Meeting

- 5.1.1 The Annual General Meeting (AGM) of the MLCA will be held no later than November 1st of each calendar year. The Board sets the location, day and time of the meeting.
- 5.1.2 The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. The notice of meeting shall be sent primarily by e-mail. In the event an e-mail address is not available for a Member, a written letter shall be sent to their address as listed in the membership files. The meeting notice is also published in the Association's newsletter. This notice states the date, time and location of the meeting and any business requiring a Special Resolution.



- 5.1.3 A quorum for the AGM shall consist of those active members present plus a simple majority of the Board of Directors.
- 5.1.4 The agenda for the Annual General Meeting shall include:
- a) Adopting the minutes from the last Annual General Meeting,
 - b) The President's report of the year's activities,
 - c) Reviewing the audited financial statements of the Association,
 - d) Standing Committee reports,
 - e) Setting Membership Fees for the following year,
 - f) Election of the President and Directors of the Board,
 - g) Appointment of the Auditors, and
 - h) Any other business of the Association as specified in the meeting notice, including notice of Special Resolutions and any other specific motions that any Member has given notice of before the meeting is called. No vote shall be taken on any matter of which notice has not been given.
- 5.1.5 The order of business of the Annual General Meeting shall be at the discretion of the Chair of the Meeting, provided that, in general, business and reports relating to the preceding fiscal year of the Association shall precede the election of the Directors and the appointment of Auditors.

5.2 Special Meetings

- 5.2.1 Special Meetings may be called at any time by the President and shall be called by him upon receipt of a written request signed by three (3) or more members of the Board of Directors or by five (5) or more Members of the Association.
- 5.2.2 The persons calling the meeting will provide a detailed agenda describing the purpose of the meeting and the motion(s) that are intended to be submitted at the Special Meeting.
- 5.2.3 The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. The notice of meeting shall be sent primarily by e-mail. In the event an e-mail address is not available for a Member, a written letter shall be sent to their address as listed in the membership files. This notice states the date, time and location and purpose of the meeting.
- 5.2.4 Only the matters as set out in the notice for the Special Meeting will be addressed, and no other business will be discussed.
- 5.2.5 Special Meetings will require the same quorum as the Annual General Meeting and follow the same proceedings as described in 5.3.

5.3 Proceedings at the Annual General or Special Meetings

- 5.3.1 All meetings of the Association are open to the general public. A majority of the Members present may ask any persons who are non Members to leave.
- 5.3.2 The President cancels the meeting if a quorum is not present within one-half (1/2) hour after the meeting start time. If cancelled, the meeting is re-scheduled for one (1) week later at the same time and location. If quorum is not present



- within one-half (1/2) hour after the re-scheduled meeting start time, the meeting will proceed with the Members in attendance.
- 5.3.3 The President chairs all General and Special meetings of the Association. The Vice-President chairs in the President's absence. If neither the President nor the Vice-President are present, the Members in attendance will choose one (1) of the Members present to chair.
- 5.3.4 Voting
- 5.3.4.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every Meeting. A ballot is used if at least five (5) Voting Members request it. Members may not vote by proxy.
- 5.3.4.2 The presiding Chair does not have a vote. In the case of a tie vote, the presiding Chair shall cast the deciding vote.
- 5.3.4.3 A majority of the votes cast by the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution in which case 75% of the votes cast is required.
- 5.3.4.4 The presiding Chair declares a motion carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 5.3.4.5 The presiding Chair decides any dispute on any vote. The presiding Chair decides in good faith and this decision is final.
- 5.3.4.6 No action taken at a General meeting is invalid due to any Member not receiving any notice or any error in any notice that does not affect the meaning intended.
- 5.4. Regular Public Meetings**
- 5.4.1 The Board may, at their discretion, hold a regular public meeting, open to the members of the Association and the general public. The purpose of these meetings shall be to communicate to the members and the general public the management activities, proposals, and decisions of the Board on behalf of the Association.
- 5.4.2 These meetings may be held immediately prior to or following a regular Board meeting as described in Article 4.4, or be scheduled independent of the Board meetings. Notice of these meetings shall be provided to the Members in the same fashion as the AGM as described in 5.1.2, not less than seven (7) days prior to the meetings.
- 5.4.3 All Members meeting the provision of Article 3.4 and in attendance at these meetings shall be entitled to vote to ratify or reject the management activities, proposals, and decisions undertaken by the Board on behalf of the Association.
- 5.4.4 The Members may only vote to reject an activity, proposal, or decision of the Board if there are at least one more member of the Association meeting the provisions of Article 3.3.2 and therefore entitled to vote and who are not members of the Board present at such a regular public meeting than there are members of the Board in attendance.

ARTICLE 6: FINANCE AND ADMINISTRATION



6.1. Finance and Auditing

- 6.1.1 The Fiscal year of the Association shall end March 31st of each year.
- 6.1.2 The books and accounts of the Association shall be kept in accordance with Generally Accepted Accounting Principals (GAAP). There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must complete this audit.
- 6.1.3 The audited financial statements covering the period ended March 31st shall be prepared and presented at the Annual General meeting. A draft copy of the audited financial statements will be approved by the Board before the AGM. Once approved a finalized copy from the auditors will be presented for approval at the AGM.

6.2 Cheques and Contracts

- 6.2.1 Two Officers of the Association shall sign all cheques drawn on the Association's bank accounts. The principal signing Officers are the President and the Treasurer. In their absence, the Vice-President, Secretary or Past President may sign.
- 6.2.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by a motion of the Board. The Board determines how many signatures are on contracts.
- 6.2.3 A motion must be passed by a majority of Directors to approve all expenditures in excess of \$500, with the following exceptions:
 - a) Hall maintenance expenditures under \$1,000;
 - b) Monthly utility bills;
 - c) Recurring monthly charges, including payroll and contracted services, which have received Board approval during the annual budgeting cycle;
 - d) Expenditures that have been documented during the annual budgeting cycle, or at other times of the year, by a Standing Committee or Adhoc Committee, and has received Board approval for the total budgeted amount.

6.3 Books and Records of the Association

- 6.3.1 The Secretary keeps the Minutes of meetings of the Members and of the Board.
- 6.3.2 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.
- 6.3.3 A Member who wishes to inspect the books or records of the Association must give a minimum fifteen (15) business day's notice to the President or the Secretary of their intention to do so.
- 6.3.4 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, during normal business hours.
- 6.3.5 The Treasurer will maintain financial records of the Association, which are open for such inspection by the Members.



- 6.3.6 Subject to the government's privacy legislation and restrictions, other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- 6.3.7 Each member of the Board shall be given access to review the books with 48 hours written notice to the Bookkeeper and either the Treasurer or other member of the Executive. Such access will be in the form of audited financial reports for past fiscal years and for the current fiscal year will be limited to printed reports from the accounting system and/or supervised access to the supporting documents of these reports. This information and access will be provided by the Bookkeeper under the direction of the Treasurer or other member of the Executive.

6.4 Seal of the Association

- 6.4.1 The Board may adopt a seal as the Seal of the Association.
- 6.4.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.4.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.5 Borrowing Powers

- 6.5.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.5.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

6.6 Bonding

All persons handling Association funds shall be bonded. This is included in the insurance that the Association carries with the Federation of Calgary Communities.

6.7 Procedural Rules of Order

At the first meeting of the Board of Directors immediately following the AGM, the Board shall select which procedural rules of order they will follow for the duration of their term (e.g. Robert's Rules of Order) In the event of matters arising not covered by the by-laws, rules will be applied as stated in the rules of order as selected by the Board.

ARTICLE 7: AMENDING THE BYLAWS

7.1 Amendments

The Bylaws may be rescinded, altered or added to by Special Resolution passed by a majority of not less than three-fourths (3/4) of such Members entitled to vote as are present at a Special Meeting of the Association.

7.2 Notice

The twenty-one (21) days written notice of the Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.



7.3 Effective Date

The amended bylaws take effect after approval of the Special Resolution at the Special Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8: DISSOLUTION OF THE ASSOCIATION

- 8.1 Upon the dissolution of the Association and upon payment of all debts and liabilities, the remaining property of the Association shall be distributed to the City of Calgary.