

# **MARDA LOOP COMMUNITIES ASSOCIATION**



## **BYLAWS**

**As amended February, 2024**



## BYLAWS

### MARDA LOOP COMMUNITIES ASSOCIATION

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

#### ARTICLE 1 PREAMBLE

##### 1.1 The Association

The name of the association is the Marda Loop Communities Association (the "**Association**" or "**MLCA**"). The Association was incorporated in 1957 under the *Societies Act* (Alberta) RSA 2000, c S- 14 (the "**Societies Act**").

##### 1.2 The Association Boundaries

The boundaries of the residents served by the MLCA shall be laid down by appropriate city authority and includes the communities and areas commonly referred to as Altadore, Garrison Woods, River Park, and South Calgary.

##### 1.3 The Bylaws

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:

- a. "Authorized Representative" means a Member who proposes or who seconds a motion at a Special Meeting;
- b. "AGM" or "Annual General Meeting" means a meeting of the general membership of the MLCA;
- c. "Board" means the elected and appointed Board of Directors of the Association;
- d. "Bylaws" mean these Bylaws of this Association as amended;
- e. "Chairperson" means the person chairing a meeting of the Members or a meeting of the Board;
- f. "Director" means an individual elected or appointed to the Board of Directors of the Association;
- g. "Executive Committee" means a committee made up of the Officers of the Association;
- h. "Meeting" means a meeting of the Members held in accordance with Article 5,



which can be

- i. in-person,
- ii. virtual,
- iii. via telephone, or
- iv. through any other manner as determined by the Board.

The Chairman will communicate the method of voting at the start of the meeting, in accordance with the Bylaws;

- i. "Member" or "Membership" means any member of the Association currently in good standing, in accordance with the Membership provisions of Article 3;
- j. "Membership Fee" means the fee payable by each type of Member unless otherwise stated;
- k. "Officer" means the Officers of the Association, specifically the President, Vice President, Treasurer, Secretary, and Past President (or Fifth Executive as ratified). A Board Officer concurrently serves as a Director;
- l. "Resolution" means a resolution passed by a simple majority of the Voting Members;
- m. "Special General Meeting" means a meeting called outside the ordinary course of Meetings or the AGM.
- n. "Special Resolution" means a resolution passed by the vote of not less than two-thirds (2/3) 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; and
- o. "Voting Member" means a Member who is entitled to vote at meetings of the Association in accordance with the membership and voting provisions of Article 3.

## **2.2 Interpretation**

The following rules of interpretation shall be applied in interpreting the Bylaws.

- 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 and do not affect the interpretation of these Bylaws.

## **ARTICLE 3 MEMBERSHIP**

### **3.1 Categories of Members**



There are four (4) categories of Members: (1) Family; (2) Individual; (3) Senior; and (4) Associate.

#### 3.1.1 Family Member

A Family Membership is available to the adult(s) and children under the age of 18, who reside at the same address within the boundaries of the 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 resides within the boundaries of the MLCA. Upon payment of the designated Membership fee, the Member is entitled to the Association's full privileges. 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 reached 65 years of age or older and who resides within the boundaries of the MLCA. Upon payment of the designated Membership fee, the Member is entitled to the Association's full privileges. The right to vote is limited to a single vote.

#### 3.1.4 Associate Member

A non-voting Associate 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 other reasons, such as for participation in programs conducted by the MLCA or operated at 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-thirds (2/3) majority vote of the Board in favour.

### 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 an annual Membership Fee, 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 Member in Good Standing**

- 3.3.1 A Member, as defined in 3.1, is in good standing when:
- a. the Member has paid their annual Membership Fee to the Association for the current year;
  - b. the Member has not submitted their resignation from the Association; and
  - c. the Member has not been expelled from the Association.

### **3.4 Rights and Privileges of Members**

- 3.4.1 A Member in good standing shall be entitled to:
- a. receive notice of meetings of the Association;
  - b. attend any meeting of the Association;
  - c. speak at any Meeting, subject to the following:
    - i. In order to speak at a Meeting, the speaking Member shall provide their proposed agenda item to a Member of the Executive Committee at least seven (7) days prior to the scheduled meeting.
    - ii. Upon receipt of a proposed agenda item, the Executive Committee shall have the authority to add the item to the Meeting agenda or withhold the proposed agenda item pending approval of the Board at the next regularly scheduled Board meeting;
  - d. participate in programs or events conducted by the MLCA or operated at Flames Community Arenas;
  - e. with the exception of an employee of the Association, be eligible to serve as a Director; and
  - f. exercise other rights and privileges given to Members in these bylaws.
- 3.4.2 Family, Individual and Senior Members shall have the privilege of voting at all Meetings of the general Membership, provided they have been a Member in good standing for thirty (30) days prior to the vote being held.

### **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 acted in a way that has been judged to have negatively impacted the operation or reputation of the MLCA or another Member or Members.

3.7.1 The reason for the expulsion will be documented in the Special Resolution. The Member shall 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 shall 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**

4.1.1 The Board shall govern and manage the affairs of the Association. The Board may hire paid staff to carry out certain management functions under its direction and supervision.

#### **4.1.2 Composition of the Board**

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

#### **4.1.3 Powers and Duties of the Board**

4.1.3.1 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.

4.1.3.2 No Director shall have the power to legally obligate the Association in any manner whatsoever without the prior approval of the Board. No Director shall take it upon themselves 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.

4.1.3.3 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. ensuring that all expenses for operating and managing the Association are paid;
- d. ensuring those engaged are paid for services they provide to/for the Association;



- 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; and
- h. without limiting the general responsibility of the Board, delegating its powers and duties to a Standing Committee, Ad hoc Committee or to agents and/or employees of the Association.

#### 4.1.4 **Agents and Employees**

- 4.1.4.1 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.
- 4.1.4.2 Agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board.
- 4.1.4.3 In the absence or inability to act as an 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.
- 4.1.4.4 Agents and employees 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 Officers and Directors of the Board**

- 4.2.1 The nomination process for a Director position shall be as follows:
  - 1. A Member in good standing (1) advises a current Director of their interest in applying for a Board position; or (2) is recommend for appointment to the Board by another Member in good standing.
  - 2. Upon receipt of a nomination, the Board will ask the applicant Member to provide certain information, such as:
    - i. a letter of intent (detailing the reasons why the applicant wishes to serve on the Board;
    - ii. the applicant's contact information; and
    - iii. any possible conflict of interest concerns.
  - 3. For nominations to be presented at either the Annual General Meeting or a regular Board meeting, the Member's intention shall be received by the Board at least twenty-one (21) days prior to the Annual General Meeting or the next regular Board meeting.
  - 4. The Executive Committee shall review all submitted information and report their decision to the applicant and the Board.
  - 5. If successful, the Member's nomination will be added to the agenda of the next Annual General Meeting.
  - 6. If there are multiple applicants for a particular Director position, a vote will be held at the Annual General Meeting as detailed in 4.2.2.2



7. There shall be no nominations from the floor at the Annual General Meeting. Subject to 4.2.6, any Members expressing interest in a Board position at the Annual General Meeting who did not meet the requirements of Section 4.2.1.4, can be considered for a temporary Board position at a future regular meeting of the Board. The term of the temporary position will expire at the next AGM.
  8. If there are no nominations for Board vacancies at the Annual General Meeting, such positions will remain vacant.
- 4.2.2 The Officers and Directors are elected at an Annual General Meeting by the Voting Members of the Association in accordance with Section. 4.2.2.2. This is an exception to 5.4.1.
  - 4.2.2.1 When the number of Candidates is 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 is 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. Proxy votes are not accepted.
  - 4.2.3 All Directors shall be elected to hold office for a two (2) 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 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 can 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 Directors appointed midway through the year will be candidates for re-election for a full two (2) year term at the next Annual General Meeting.
  - 4.2.6 As long as a minimum of five Directors remain in office, the Board may fill vacancies on the Board by appointing Directors pursuant to Section 4.2.5. The nomination and vetting process shall follow the steps outlined in Section 4.2.1. These placements can be approved by a majority vote of the Board and be voted in by the Voting Members at the next scheduled Annual General Meeting.
  - 4.2.7 If there are not a minimum of five (5) Directors remaining on the Board, the Board shall subsequently call a Special Meeting of the Association to fill the vacancies.
  - 4.2.8 Proxy nominations are not accepted.
- 4.3 Resignation or Removal from the Board**
- 4.3.1 A Director or Officer may resign from office by giving one (1) months' notice in writing. The resignation shall take effect either at the end of the months' notice, or on the date





the Board accepts the resignation. If any Director resigns his office, the Board may declare their 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 the Director's office vacant by a majority vote of at least two-thirds (2/3) of the Board in favour.

#### 4.3.3 **Removal of a Director by the Association**

4.3.3.1 There may be instances where the behaviour or actions of a sitting MLCA Director prompt the Association to seek removal of that Director. Due to the serious nature of this action, several steps shall be taken prior to the removal. This section refers to the removal of a Director by the Association. For the removal of a Director by the Board, refer to section 4.3.4.

4.3.3.2 The actions listed in section 4.3.3 apply to a single Director only. In the case of complaints against multiple Directors, these steps may be taken for each Director individually.

4.3.3.3 If a Special Meeting is referred to here, it is of a different type than what is outlined in 5.2. Section 4.3.3 is tailored specifically for the process related to removal of a Director by the Association.

#### 4.3.3.4 **Steps for Removal of a Director by the Association**

The following steps may be followed in the event of removal of a Director by the Association:

1. A complaint is submitted to the MLCA Executive for review. The complaint shall include the signed written request of at least thirty (30) Members of the Association (the "Complainant").
2. Once the request has been presented to the Board:
  - a. The Executive will review the request and determine if it warrants further investigation. If no further investigation is needed, this finding will be reported back to the complainant and to the MLCA Board.
  - b. If further investigation is warranted, the Executive may:
    - i. present a plan of action or a detailed reply to the Complainant to the Board for review and vote, OR
    - ii. assemble a sub-committee of Board or Association Members to review and investigate the complaint. This sub-committee may present a plan of action or a detailed reply to the complaint to the Board for review and vote.
  - c. The submission to the Board for review will take place no later than:
    - i. twenty-one (21) days after the initial submission of the complaint if the Executive reviewed the complaint.
    - ii. forty-two (42) days after the initial submission of the complaint if a



sub- committee was involved in the review.

- d. If the Complainant does not agree with the initial Executive decision or the subsequent Board decision, the Board will request a review of the decision by a special committee made up of third parties. This special committee will be assembled with the input of all parties, and may include:
  - i. Executive or Board Members of another Community Association;
  - ii. Representatives from the Federation of Calgary Communities; or
  - iii. Past Members of the MLCA Board.
- e. The time required for the special committee to be assembled and a decision to be reached shall take no longer than forty-two (42) days after the rejection of the decision by the Complainant.
- f. A special committee representative will report back to the Board with their findings and vote again on the removal motion.
- g. At any time during this process, the Director in question may step down voluntarily.
- h. The Board vote to remove the Director shall pass with at least a three-quarters (3/4) majority vote of the Members present.

#### 4.3.4 **Removal of Director by the MLCA Board**

4.3.4.1 The Board may remove a Director for failing to carry out his or her duties or for conduct that, in the opinion of the Board, reflects poorly on the MLCA Board. This section refers to the removal of a Director by the current Board. For removal of a Director by the Association, refer to Section 4.3.3.

4.3.4.2 The Member or Members requesting removal in this case are referred to here as the Complainant.

4.3.4.3 The actions listed in section 4.3.4 apply to a single Director only. In the case of complaints against multiple Directors, these steps may be followed for each Director individually.

4.3.4.4 If a special meeting is referred to here, it is of a different type than what is outlined in 5.2. Section 4.3.4 is tailored specifically for the process related to removal of a Director by the Board.

#### 4.3.4.5 **Steps for Removal of Director by the MLCA Board**

The following steps may be followed in the event of removal of a Director by the MLCA Board:

1. The Board receives the complaint in writing. The complaint may be brought to any Board Member who will immediately direct it to an Officer.
2. The Director, who is the subject of the complaint, will be notified in writing of



the complaint against them within five (5) days of the Officer receiving the complaint.

3. The Director is then asked to reply to the complaint in writing, and this reply shall be presented to the Executive within five (5) days of receiving notice of the complaint.
4. The Executive Committee shall evaluate the complaint and the Director's reply. If an Officer is the subject of the complaint, that Officer shall be removed from the evaluation process. The findings of the Executive are presented to the Board at the next regularly scheduled Board meeting. The Board will then vote on a motion to proceed or not. The motion will be decided by a simple majority vote of the Board.
5. If the motion to proceed does not pass, the issue is closed.
6. If the motion to proceed passes, the Director will be notified in writing of the decision within five (5) days of the decision.
7. At this point, the Board, or the Director who is the subject of the complaint, can ask for mediation. The mediator will be a local, recognized, and professional third-party individual or company and will be remunerated by the MLCA.
8. If mediation wasn't utilized, or proves to be unsuccessful:
  - i. At a regularly scheduled Board meeting or at a Board meeting called specifically to address this issue, a motion can be introduced by any Director or Executive of the Board which details the complaint about a Director and puts forward a request for removal. The motion shall be seconded. A quorum of three-quarters (3/4) of current Board Members shall be required to attend this meeting.
  - ii. This Board meeting shall take place not less than twenty-one (21) days and not more than sixty (60) days from:
    1. the date of the motion to proceed; or
    2. the end of the unsuccessful mediation.
  - iii. The Director or Executive who introduced the motion will be required to detail the nature of the complaint, including:
    1. any specific bylaws broken;
    2. examples of misconduct; or
    3. descriptions of the consequences incurred due to the misconduct.
  - iv. A Member of the Executive may also act in proxy in delivering the details of the complaint.
  - v. The Director who is the subject of the complaint will be given the opportunity to speak on the motion. Normal procedures of questions and statements would be followed at this time.



- vi. The Board shall then vote on the motion of removal. This vote shall be by secret ballot. A three-quarters (3/4) majority vote of the Board Members present in favour shall be required for the motion to pass.
- vii. Prior to the vote taking place, the Director may step down voluntarily.
- viii. If the motion passes, the Director is removed from their role.

#### **4.4 Meetings of the Board**

- 4.4.1 There shall be a minimum of ten (10) meetings of the Board 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 forty-eight (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. Notice of such a 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 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 at 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's role shall be limited to casting the deciding vote in the event of a tie vote.
- 4.4.6 Members who attend a Board Meeting are permitted to participate in discussions but shall not 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 (collectively, the "**Officers**").
  - 4.5.1.1 All Officer positions are elected in accordance with 4.5.3 except for the Past President, which is an automatic appointment of the outgoing President upon the end of their term.
  - 4.5.1.2 All Officers will serve as Directors of the Association concurrently.
- 4.5.2 If the outgoing President is not willing or not available to serve as Past President, a current Director may be elected by the Board to the position of Past President.
  - 4.5.2.1 If an existing Director is elected to the Past President position, the person resigns their position as a Director of the Association and instead becomes 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 (2) 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 (3) consecutive two (2) year terms.

4.5.5 If an Officer resigns during their term, the Board may appoint a Member in good standing to fill the vacancy for the balance of the original term.

4.5.6 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 shall:

- a. chair all meetings of the Association, the Board and the Executive Committee;
- b. prepare, with the Executive Committee, all Executive Committee and Board meeting agendas;
- c. act as the official spokesperson for the Association;
- d. co-ordinate the overall functioning of the Board and delegates duties accordingly;
- e. chair the Executive Committee, and
- f. carry out other duties as directed by the Board.

4.6.2 The Vice-President shall:

- a. substitute for the President at various functions when asked to do so by the President or the Board;
- b. be responsible for assisting the President to ensure the proper functioning of the Association and its services to Members;
- c. in the President's absence, the Vice-President or such other elected officer as is present, shall be responsible for presiding at Board, Executive Committee or other such MLCA meetings;
- d. ensure that a record of all the Members of the Association and their addresses be maintained; and
- e. carry out other duties as directed by the Board.

4.6.3 The Secretary shall:

- a. attend all meetings of the Association and of the Board and keep 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;

- b. direct all the correspondence of the Board;
- c. send, or oversee other Directors to send, all notices to the various meetings as required;
- d. file the annual return, changes in the Directors, amendments in the bylaws and other incorporating documents with the Corporate Registry of Alberta; and
- e. carry out other duties as directed by the Board.

4.6.4 The Treasurer shall:

- a. make sure all monies paid to the Association are recorded and deposited in the Association's bank account;
- b. present a full detailed account of the Association's receipts and disbursements to the Board as requested;
- c. present to the Annual General Meeting an audited financial statement of the financial position of the Association and submits copies of same to the Secretary for the records of the Association; and
- d. carry out other duties as directed by the Board.

4.6.5 The Past President shall:

- a. provide historical continuity about the Board's activities;
- b. chair the nomination and election by ballot process; and
- c. carry 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 Ad



hoc 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 The Board may establish various standing committees to assist with the regular operations of the Board (each, a “Standing Committee”). These Standing Committees can be created or dissolved by a Board resolution.

4.8.1.2 At the first Board meeting following the Annual General Meeting, the Board will appoint the Chairperson for each Standing Committee, who shall be a Director.

4.8.1.3 The Chairperson of each Standing Committee shall solicit committee Members from the Association Membership and report the committee Membership to the Board. Subject to Section 4.8.1.5 and 4.8.1.6 the Chairperson can replace individuals who have left the Standing Committee or add new Members, 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.

4.8.1.4 Each Standing Committee Chairperson shall keep the Board apprised of their committee’s activities by:

- a. ensuring Standing Committee meeting minutes are recorded and made accessible to the Board by saving such documents in the designated current MLCA document location;
- b. providing an update of the Standing Committee's activities at each Board meeting, and
- c. presenting a written report of the Standing Committee's activities at the Annual General Meeting.

4.8.1.5 Any Member joining a Standing Committee does so on a non-ratified, three (3) month probationary basis. At the end of the probationary period, the Board may consider full ratification of the Member to the Standing Committee, based on the recommendation of the Standing Committee chair.

4.8.1.6 The Board may, through a Resolution, remove a Member from any Standing Committee. This removal may take place if the Member has acted in a way that has been judged to have been improper or has negatively impacted the operation or reputation of the Association or another Member or Members.

#### 4.8.2 **Ad-Hoc Committees**

4.8.2.1 The Board may create an ad-hoc Committee 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 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 4.8.1.4, 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 a capacity. Profits or other accretions of the Association shall not be used for promoting the Director's personal objectives.

### **ARTICLE 5 MEETINGS OF THE ASSOCIATION**

#### **5.1 Annual General Meeting**

5.1.1 The Annual General Meeting of the MLCA will be held no later than November 1<sup>st</sup> of each calendar year. The Board sets the location, day and time of the meeting. Unless there are recognized extenuating circumstances and combined with a simple majority approval from the Board, the Annual General Meetings are in-person only.

5.1.2 The Secretary emails each Member at least twenty-one (21) days before the Annual General Meeting. The meeting notice is also published in the Association's newsletter and on the Association's website. The notice states the date, time and location of the meeting and any business requiring a Special Resolution.

5.1.3 A quorum for the Annual General Meeting shall consist of those active Members present plus a simple majority of the Board.

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,
- g. Appointment of the Association's 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.





- 5.1.5 No nominations shall be accepted from the floor.
- 5.1.6 Any proposed additions to the agenda of the Annual General Meeting shall be received by the Association at least fourteen (14) days prior to the Annual General Meeting. No new business may be added to the Agenda of the Annual General Meeting if proper prior notice has not been provided.
- 5.1.7 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 A Special Meeting may be called at any time through a:
- a. Resolution from the Board of Directors; or
  - b. Written request of at least four (4) Directors. The request shall state the reason for the Special Meeting and the motion(s) intended to be submitted; or
  - c. Written request of at least thirty (30) Members of the Association. This request shall state the reason for the Special Meeting. If a Special Resolution is to be made, the written request shall identify the Authorized Representative of the Member who will move the motion(s) and the Authorized Representative of the Member who will second the motion and the purpose of the motion(s).
- 5.2.2 Unless there are recognized extenuating circumstances and combined with a majority approval from the Board, Special Meetings are in-person only.
- 5.2.3 The Secretary shall email a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice shall be sent within fifteen (15) days of the Association's receipt of the request for the Special Meeting. The notice of the meeting shall be sent by e-mail. The notice shall state the date, time and location and purpose of the meeting.
- 5.2.4 Only the matter(s) set out in the Notice for the Special General Meeting are considered at the Special Meeting 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.
- 5.2.6 The removal of a Director is outlined in 4.3.3 and 4.3.4.
- ## **5.3 Proceedings at the Annual General or Special Meetings as outlined in 5.1 and 5.2**
- 5.3.1 All meetings of the Association are open to the public. A simple majority of the Members present may ask any persons who are non-Members to leave.
- 5.3.2 The President shall cancel the meeting if a quorum is not present within one-half (1/2) hour after the meeting start time. If cancelled, the meeting shall be 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 shall



proceed with the Members in attendance.

5.3.3 The President shall chair 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 **Conflicts of Interest**

5.3.4.1 For the Annual General Meeting and any Special Meeting, there will be an item at the start of that meeting's agenda where the President shall ask for declaration of any conflict of interest relating to any of the agenda items.

5.3.4.2 If a Member or any participating party declares a real, potential, or perceived conflict of interest the declaration shall be recorded in the Meeting minutes. Perceived conflicts of interest are situations in which internal or external stakeholders could interpret the actions of the person as being in conflict.

5.3.4.3 Any Member with a conflict of interest shall recuse (remove) themselves from the meeting. The Member shall not discuss nor vote on the issue.

5.3.4.4 If a Member is not certain he/she is in a conflict-of-interest position, the matter may be brought before the Board for advice of guidance.

5.3.4.5 If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine, by vote, if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.

5.3.4.6 It is the responsibility of other Members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Member to raise the issue for clarification with the Board.

### 5.4 **Voting**

5.4.1 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. The exception to this is section 4.2.2.2 relating to the voting process for electing Directors.

5.4.2 The presiding Chair does not have a vote. In the case of a tie vote, the presiding Chair shall cast the deciding vote.

5.4.3 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 5.4.4. 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.

5.4.4 The presiding Chair decides any dispute on any vote. The presiding Chair decides in good faith and this decision is final.

5.4.5 No action taken at a meeting is invalid due to any Member not receiving any notice or any error in any notice that does not affect the meaning intended.

### 5.5 **Regular Public Meetings**



- 5.5.1 The Board may, at their discretion, hold a regular public meeting, open to Members 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.
- 5.5.2 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 Annual General Meeting as described in 5.1.2, not less than seven (7) days prior to the meetings.
- 5.5.3 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.
- 5.5.4 The Members who are not Members of the Board may only vote to reject an activity, proposal, or decision of the Board at a regular public meeting if they outnumber the Board Members in attendance at the meeting by at least one and if they are Voting Members.

## **ARTICLE 6 FINANCE AND ADMINISTRATION**

### **6.1 Finance and Auditing**

- 6.1.1 The fiscal year of the Association shall end March 31<sup>st</sup> of each year.
- 6.1.2 The books and accounts of the Association shall be kept in accordance with Canadian Accounting Standards for Not-For-Profit Associations. There shall 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 shall complete this audit.
- 6.1.3 The audited financial statements covering the period ended March 31<sup>st</sup> 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 Annual General Meeting. Once approved a finalized copy from the auditors will be presented at the Annual General Meeting.

### **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 shall be signed by the Officers or other persons authorized to do so through a resolution passed with a simple majority of Directors. The Board shall determine how many signatures are on contracts.
- 6.2.3 All expenditures in excess of \$500 shall be approved through a resolution passed with a simple majority of Directors, 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; and
- d. Expenditures approved during the annual budgeting cycle or at other times of the year and have 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 shall give a minimum fifteen (15) business days' notice to the President or the Secretary of their intention to do so.
- 6.3.4 Unless otherwise permitted by the Board, such an inspection will take place only at the Association's registered office, or other regular business premises operated by the Association, during normal business hours.
- 6.3.5 The Treasurer will maintain the 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 Association's books with forty-eight (48) hours' written notice to the Treasurer. 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.

### **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 shall 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 objectives 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 Procedural Rules of Order**

The current Robert Rules of Order, Newly Revised, may apply to procedural matters not otherwise provided for in this Bylaw.

### **ARTICLE 7 AMENDING THE BYLAWS**

#### **7.1 Amendments**

Subject to compliance with the requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution. The change or changes to the Bylaws that are approved by Special Resolution shall not take effect until they have been registered by the Registrar of Corporations in accordance with the laws of the Province of Alberta.

#### **7.2 Notice**

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

### **ARTICLE 8 DISSOLUTION OF THE ASSOCIATION**

#### **8.1 Dissolution of the Association**

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.