



HIDDEN VALLEY COMMUNITY ASSOCIATION

BYLAWS

2018

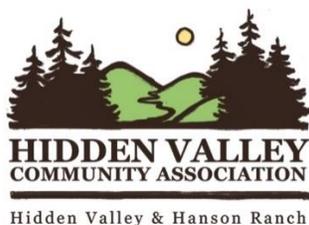


Hidden Valley Community Association Bylaws

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Hidden Valley Community Association Bylaws

Article 1 – Preamble

1.1 The Society

The name of the society is the Hidden Valley Community Association.

1.1.2 The society known as the Hidden Valley Community Association, hereinafter referred to as the “Association”, is incorporated under the Societies Act of the Province of Alberta.

1.1.3 The borders of the Hidden Valley Community Association include Hidden Valley and Hanson Ranch in Hidden Valley. Association borders can be described as follows: North of Country Hills Boulevard NW, East of Shaganappi Trail NW, South of Stoney Trail NW and West of the community Panorama NW, belonging to the Northern Hills Community Association.

1.2 The Bylaws

Bylaws regulate the business affairs of the Association. All Directors and other Members shall abide by and uphold these bylaws as amended from time to time.

1.3 Interpretation

In these bylaws:

- a) Singular terms include the plural, and plural the singular;
- b) The word “person” includes corporations and societies;
- c) Masculine terms include the feminine; and
- d) Wherever reference is made to any Article, such reference will be deemed to extend and apply to any amendment to such Article as the case may be.

Article 2 – Definitions

In the bylaws, the following words have these meanings:

- 2.1 “Acclamation” – the situation during an election in which only one person has been nominated for a position and that person is subsequently affirmed to the position by a Simple Majority Vote.
- 2.2 “Act” – the Societies Act R.S.A. 2000, Chapter S-14 as amended or any statute substituted for it and includes any regulations promulgated there under from time to time.
- 2.3 “Adult” – any person 18 years or older.
- 2.4 “Annual General Meeting” or “AGM” – an annual meeting open all Members in Good Standing.

- 2.5 “Appoint” or “Appointment” – the assignment of a task or position to a Director or Regular Member at any Board of Directors meeting, ratified by Simple Majority Vote of the Board, to remain in effect until the next Annual General Meeting.
- 2.6. Article – a numbered section of these bylaws.
- 2.7 “Associate Member” – an individual residing in a Household located outside the borders of the Association pursuant to Article 3.6, for which an Associate Membership has been purchased.
- 2.8 “Associate Membership” – a Membership held by a Household located outside the established borders of the Association.
- 2.9 “Association” or “Community Association” – generally an organization representing a residential community incorporated under the Societies Act of Alberta that may provide facilities, programming and services without reference to ethnic origin, religion or political affiliation. Within these bylaws the terms refer specifically to the Hidden Valley Community Association.
- 2.10 “Board” or “Board of Directors” – the group of Regular Members who have been elected to oversee the affairs of the Association.
- 2.11 “Board Development Committee” – a committee formed as required to enlist new members for board positions.
- 2.12 “Director” – an individual elected to fill an established position on the Board of Directors.
- 2.13 “Director at Large” – an individual elected to the Board who is neither part of the Executive Committee nor a Standing Committee.
- 2.14 “Executive Committee” – officers of the Association being the President, Vice President, Secretary and Treasurer.
- 2.15 “Executive Director” – an individual elected to the Executive Committee.
- 2.16 “Fiscal Year” – a twelve (12) month period commencing on April 01 of a year and ending on March 31 of the following year.
- 2.17 “Good Standing” – when referring to a Household, is an indication that all applicable fees have been paid; when referring to a member, is an indication that the member’s rights and privileges have not been rescinded pursuant to Article 3.8.3.
- 2.18 “Household” – a property having a distinct City of Calgary address within which one or more persons reside.
- 2.19 “Major Decision Vote” – a vote on a motion applicable to a topic listed in Article in 4.14. In order to pass, the motion requires a) Quorum be met and b) a vote of 75% or more in favour.
- 2.20 “Member” – a resident of a Household for which a Membership has been purchased.
- 2.21 “Membership” – a designation assigned to a Household, during a specified time for which the appropriate fee has been paid, indicating that the residents of that Household may exercise the rights and privileges outlined in Article 3.
- 2.22 “Notice” or “Proper Notice” – information given pursuant to Article 4.7, by any practically available media including but not limited to e-mail, newsletters, and website, stating the date, time, location and purpose of the meeting. The Notice may be augmented by signage throughout the community.

- 2.23 “Policy and Procedures” – administrative rules and guidelines created and amended by the Board from time to time with respect to the management and governance of the Association, which may elaborate on the proper functioning of the Association and are consistent with the bylaws.
- 2.24 “Proper Notice” – see “Notice.”
- 2.25 “Quorum” – the minimum attendance required at a meeting of the Association in order to vote on a motion. Quorum for Board of Directors meetings is 50% of the Directors, where at least two (2) are Executive Directors. Annual General Meetings and Special General Meetings, in addition to the requirements for Board meetings, require six (6) Regular Members who are eligible to vote in accordance with Article 4.13.
- 2.26 “Regular Member” – an individual residing in a Household within the established borders of the Association, for which a Membership has been purchased pursuant to Article 3.5.
- 2.27 “Regular Membership” – a Membership held by a Household within the established borders of the Association.
- 2.28 “Simple Majority Vote” – a vote that requires more than fifty per cent (50%) in favour to pass.
- 2.29 “Special General Meeting” – a meeting of the Association, open to all Members in Good Standing, called outside of the Annual General Meeting and Board of Director meetings to address one or more specific issues, pursuant to Article 4.4.
- 2.30 “Special Resolution” – a resolution which, in order to pass, requires a vote of 75% in favour by Members who are eligible to vote and is:
 - (a) passed at a meeting of which not less than 21 days’ Notice specifying the intention to propose the Special Resolution has been given or
 - (b) proposed and passed as a Special Resolution at a meeting of which not less than 21 days’ Notice has been given, if all the members entitled to vote at the meeting so agree.
- 2.31 “Standing Committee” – a committee of Directors of the Association filling the positions described in Section 6.2.
- 2.32 “Standing Committee Director” – an individual elected to a Standing Committee.

Article 3 – Membership

3.1 Guidelines

- 3.1.1 In order to be a Member of the Association, an individual must reside in a Household for which a Membership has been purchased.
- 3.1.2 Membership in the Association is open to all Households whose residents support the bylaws of the Association.
- 3.1.3 Membership permits Members to have the rights and privileges subject to the duties and obligations set out by these Articles.
- 3.1.4 Members shall not take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.
- 3.1.5 Membership in the Association is non-transferrable.

- 3.1.6 Membership may be required for participation in activities provided by the Association.
- 3.1.7 A register of the Membership shall be kept which is current, confidential and in safe storage, pursuant to Article 3.9.

3.2 Membership Year

Term of Membership shall be for the annual period of January 01 to December 31.

3.3 Setting Membership Fees

Annual Membership fees will be determined by Major Decision Vote of the Board of Directors of the Association each year.

3.4 Classification of Membership

There are two classifications of Membership in the Association:

- a) Regular Membership
- b) Associate Membership

3.5 Regular Membership

- 3.5.1 A Regular Membership is a Membership held by a Household located within the established borders of the Association. Residents of such Households are referred to as Regular Members.
- 3.5.2 Regular Members in Good Standing are permitted to participate in any and all activities of the Association where eligibility and space allow.
- 3.5.3 A Regular Member in Good Standing has the right to attend any meeting of the Association.
- 3.5.4 A Household for which a Regular Membership has been purchased has the right to vote at any Annual General Meeting or Special General meeting of the Association pursuant to Article 4.13.
- 3.5.5 A Regular Member in Good Standing may stand for nomination or appointment as a Director.

3.6 Associate Membership

- 3.6.1 An Associate Membership is a Membership held by a Household located outside the established borders of the Association. Residents of such Households are referred to as Associate Members.
- 3.6.2 Associate Members are permitted to participate in any and all activities of the Association where eligibility and space allow, after providing for the needs of Regular Members.
- 3.6.3 An Associate Member has the right to attend any meeting of the Association.
- 3.6.4 An Associate Member does not have the right to vote at any meeting of the Association.
- 3.6.5 An Associate Member may not stand for nomination or appointment as a Director.

3.7 Change of Address of Membership

- 3.7.1 The residents of a Household for which a Regular or Associate Membership has been purchased shall give notice to the Association in a timely manner of any change of address.

- 3.7.2 If all residents of a Household for which a Regular Membership has been purchased move to an address outside of the established borders of the Association, the Membership shall automatically change to an Associate Membership.
- 3.7.3 If all residents of a Household for which an Associate Membership has been purchased move to an address within the established borders of the Association the Membership shall automatically change to a Regular Membership.
- 3.7.4 If only some of the residents of a registered Household change address, the Membership shall be deemed to belong to the Household at the original address registered with the Association.

3.8 Changes to the Status of a Membership

3.8.1 Expiration of Membership

All Memberships are annual in nature and expire automatically on December 31.

3.8.2 Resignation of Membership

Membership may be resigned at any time by giving the Secretary or other Director appointed by the Board notice in writing; no Membership fees will be reimbursed.

3.8.3 Rescinding of the Rights and Privileges of Membership

3.8.3.1 The Board has the authority to rescind the rights and privileges of an individual for whom a Household has purchased a Membership, in cases where:

- a) The individual has failed to abide by the requirements of the bylaws
- b) The individual has disrupted meetings or functions of the Association
- c) The actions or omissions of the individual have harmed the Association, or
- d) The individual has failed to pay registration fees or other indebtedness owed to the Association within ninety (90) days from the date such obligation became due, unless the Board agrees in writing to extend the payment deadline.

3.8.3.2 When the Board becomes aware of a possible requirement to rescind the Membership rights and privileges of an individual, the following procedure shall be used:

- a) A meeting of the Board shall be convened at the earliest possible date that allows the best attendance of Board members
- b) After informing themselves as fully as possible of all pertinent facts, the Board shall hold a Major Decision Vote on whether to rescind the individual's Membership rights and privileges
- c) If the vote is in favor of rescinding, the individual shall be given notice in writing, along with an option to present a defense either in person or in writing, in one week's time; such date may be amended by mutual agreement of the individual and the Board
- d) The Board will reconvene as early as possible following the individual's defense (or lack of), familiarize themselves with all pertinent facts, and hold another Major Decision Vote
- e) If the vote is in favor of rescinding, the individual's rights and privileges will be immediately rescinded
- f) The Board may make the rescinding effective for up to five years based upon the severity of the issue

3.8.4 Reinstatement of Rights and Privileges

When rights and privileges have been rescinded by the Board, they may be reinstated provided:

- a) One (1) year has passed from the date of rescinding and
- b) A written request for reinstatement from the Member has been submitted to the Board and
- c) A Major Decision Vote in favour has been passed by the Board.

3.9 Membership Register

- 3.9.1 The Secretary, or the Membership Director if that position is filled, shall maintain an accurate register of the Membership of the Association which shall be kept current, confidential and in safe storage.
- 3.9.2 The Membership register shall record:
 - a) The addresses of Member Households
 - b) The names, e-mail addresses and permission of individuals who wish to be contacted by the Association and
 - c) The names of individuals whose rights and privileges have been rescinded

3.10 Limitation of the Liability of Membership

No Member, in their individual capacity, shall be held liable for any debt or liability of the Association unless such debt or liability is the result of that Member's own willful negligence.

3.11 Conflict of Interest

- 3.11.1 The activities of the Association shall not be conducted for the purpose of personal benefit or financial gain for any Director or Member of the Association.
- 3.11.2 All business of the Association shall be carried out with individuals, groups or companies at arms length from the Association whenever possible.
- 3.11.3 The Board of Directors is responsible for ensuring that all business is conducted solely for the benefit of the Association as a whole.
- 3.11.4 All Members in attendance at any meeting of the Association, to the extent that they have knowledge of a potential conflict of interest, are responsible for ensuring that the provisions of Article 4.12.2 are followed.
- 3.11.5 The Executive Committee cannot include two people who are from the same family or legally related.

3.12 Arbitration and/or Mediation

Members may use arbitration and/or mediation to resolve disputes arising out of the affairs of the Association; if the dispute is not resolved by mediation the decision of the arbitrator shall be binding for all parties.

Article 4 – Meetings

4.1 General

- 4.1.1 All meetings shall be conducted in accordance with Robert's Rules of Order to the extent that they are not inconsistent with the Societies Act or the bylaws of the Association.

4.1.2 Business may be transacted at meetings of the Association provided there is Quorum.

4.2 Classification of Meetings

Meetings of the Association include:

- a) Annual General Meetings
- b) Special General Meetings
- c) Board of Directors meetings
- d) Standing Committee meetings
- e) Ad hoc Committee meetings

4.3 Annual General Meeting

- 4.3.1 The Board of Directors shall hold an Annual General Meeting once per year.
- 4.3.2 The Annual General Meeting shall be held at a time and location established by the Board and on a date that falls within one hundred and twenty (120) days after the Association`s fiscal year end.
- 4.3.3 Notice of Annual General Meetings shall be provided pursuant to Article 4.7.

4.4 Special General Meeting

- 4.4.1 A Special General Meeting may be called to deal with one or more specific items.
- 4.4.2 A Special General Meeting shall be called if:
 - a) The Board sees fit to call such meeting or
 - b) A written request from at least thirty (30) Regular Members in Good Standing is submitted to the Board; such request shall include the reason for the Special General Meeting and any motions intended to be considered at the meeting.
- 4.4.3 The Board shall convene a meeting within thirty (30) days of:
 - a) The Board decision to call a Special General Meeting as outlined in 4.4.2 a)
 - b) Receipt of a Special General Meeting request as outlined in 4.4.2 b).
- 4.4.4 Motions presented at a Special General Meeting require a Major Decision Vote in favour in order to pass.
- 4.4.5 Notice of Special General Meetings shall be provided pursuant to Article 4.7.

4.5 Board of Directors Meeting

- 4.5.1 There shall be a minimum of seven (7) Board meetings held between Annual General Meetings.
- 4.5.2 Additional meetings of the Board may be called when requested by three (3) or more Directors.
- 4.5.3 Notice of Board meetings shall be provided pursuant to Article 4.7 unless the Board has designated a recurring monthly date, time and location, in which case Notice would then not be required.

4.6 Standing or Ad Hoc Committee Meeting

- 4.6.1 The Board has the authority to establish Standing Committees and ad hoc Committees for the following purposes:
- a) To provide information, training and services required by the Association
 - b) To recommend to the Board or conduct activities, events and programs provided by the Association or
 - c) To study and report on a specific topic.
- 4.6.2 Standing Committees and ad hoc Committees shall meet from time to time at the discretion of the chairperson of each such committee or at the call of the Directors; no set length of Notice is required.

4.7 Notice of Meetings

- 4.7.1 Notice shall be given to all Households entered on the Register of Membership at least twenty-one (21) days prior to any Annual General Meeting or Special General Meeting.
- 4.7.2 Notice by e-mail, or other preferred electronic means, shall be given to each Director at least seven (7) days prior to any Board of Directors meeting except where the Board has set a recurring series of dates, times and locations.
- 4.7.3 A Notice shall state:
- a) Meeting date, time and location
 - b) The agenda and sufficient detail of the meeting to enable attendees to form a reasonable understanding of the business to be transacted.
- 4.7.4 Notice for every Annual General Meeting and Special General Meeting shall be given in writing by any practically available media including, but not limited to: email, newsletters and website; and may be augmented by signage throughout the community.
- 4.7.5 Notice is not required for a Board meeting immediately following an Annual General Meeting if held solely for organizational purposes.
- 4.7.6 When a meeting is adjourned to a specified date, time and location pursuant to Article 4.15, Notice is not required for the subsequent meeting.
- 4.7.7 A statement by the President that Notice has been given pursuant to the bylaws shall be sufficient and conclusive evidence of such Notice.
- 4.7.8 An error or omission in the Notice shall not invalidate the meeting nor void any proceedings undertaken, provided a best effort was made to give Proper Notice.

4.8 Agenda

- 4.8.1 The agenda for all meetings of the Association shall be included in the Notices of those meetings.
- 4.8.2 All motions intended to be presented at an Annual General or Special General Meeting shall be included in the agenda.

- 4.8.3 Only matters listed in the agenda will be considered at Annual General or Special General Meetings of the Association.
- 4.8.4 The agenda for a Board of Directors meeting may be amended prior to approval of the agenda at the start of the meeting.
- 4.8.5 Order of Meetings
Generally, meetings include:
- a) Call to Order
 - b) Establishing Quorum
 - c) Approval of agenda
 - d) Approval of Minutes
 - e) Director reports
 - f) Unfinished (old) Business
 - g) New Business
 - h) Adjournment
- 4.8.6 Agenda for an Annual General Meeting
- 4.8.6.1 The order of business shall be at the discretion of the chairperson, provided that, in general, the business and reports relating to the preceding fiscal year shall take place before the election of the Directors.
- 4.8.6.2 The agenda of the Annual General Meeting shall include, but not be limited to:
- a) Approval of the minutes of the previous year's Annual General Meeting;
 - b) President's report of the year's activities, including a review of the significant initiatives pursued by the Board.
 - c) Treasurer's report including: presentation of the audited financial statements of the Association for the preceding fiscal year; and the Board's performance relative to the budget for the preceding fiscal year.
 - d) Appointment of the auditor for the current fiscal year pursuant to Article 7.2.2.
 - e) Reports from all Directors;
 - f) Elections to fill any vacant positions on the Board for the upcoming year and
 - g) Any other business of the Association provided that no vote shall be taken on any matter, unless Proper Notice has been given.
- 4.8.7 Minutes of Meetings
- 4.8.7.1 The Secretary shall record minutes of all meetings of the Association other than committee meetings.
- 4.8.7.2 Minutes from previous meetings of the Association shall be adopted at the start of the next scheduled meeting by a motion which is made, seconded and carried.
- 4.8.7.3 Amendments to the minutes of a previous meeting shall be recorded at the beginning of the minutes of the subsequent meeting by a motion which is made, seconded and carried.

4.9 Attendance Allowed at Meetings

Meetings of the Association shall be open to everyone except:

- a) Members who are not in Good Standing
- b) Anyone disallowed by Simple Majority Vote of the Board or
- c) At times when the Board moves into an in-camera session, in which case the Board shall give reasons for the closure.

4.10 The Chairperson

At all meetings of the Association the President shall be entitled to take the chair and lead the meeting. If the President does not arrive within fifteen (15) minutes of the time appointed for the scheduled meeting then the person who will take chair shall be decided as follows:

- a) A Vice-President shall take the chair
- b) In the absence of the President and the Vice President, the Directors at the meeting shall nominate a Director to take the chair
- c) In the case of a scheduled absence of the President and the Vice President, the scheduled chairperson may designate a Director as their replacement ahead of time or
- d) If fewer than two (2) Executive Directors are present, the meeting shall be cancelled or re-scheduled.

4.11 Quorum

- 4.11.1 Quorum is the minimum attendance required at a meeting of the Association in order to vote on a motion.
- 4.11.2 Quorum for a Board of Directors Meeting is 50% of the Directors where at least two (2) are Executive Directors.
- 4.11.3 Annual General Meetings and Special General Meetings, in addition to the requirements for Board meetings, require six (6) other Regular Members who are eligible to vote in accordance with Article 4.13.
- 4.11.4 Should there fail to be Quorum at any duly called Board of Directors meeting within thirty (30) minutes from the time appointed for the meeting, votes and motions at that meeting shall be ratified at the next scheduled meeting of the Board; otherwise such business shall be null and void.
- 4.11.5 Should there fail to be Quorum at any Annual General Meeting or Special General Meeting of the Association within sixty (60) minutes from the time appointed for the meeting,
 - a) The meeting shall be dissolved
 - b) The Board shall set a new meeting date at the earliest possible time pursuant to Article 4.7 and
 - c) All business intended to be ratified at the originally scheduled meeting shall be addressed at the rescheduled meeting.

4.12 Conflict of Interest in Meetings

- 4.12.1 A conflict of interest may exist for a Director or other Member if any current or future activity of the Association could in any way:

- a) lead to personal benefit or financial gain for the Director or Member or
- b) benefit any individual, group or company that is not at arm's length from the Director or Member.

4.12.2 Any Director or other Member who may have a conflict of interest at any meeting shall:

- a) Advise the Board of the potential conflict prior to the matter being discussed
- b) If requested as a result of Simple Majority Vote of the Board, exit the meeting until the matter has been resolved and
- c) Not participate in the voting process for the matter in question.

4.13 Voting

- 4.13.1 A Household having a Regular Membership in Good Standing has the right to vote at any Annual General Meeting or Special General Meeting of the Association and is entitled to a single vote on each motion.
- 4.13.2 The voting card for a Household that is entitled to vote will be issued to the first adult resident of the Household who requests it and whose rights and privileges have not been rescinded.
- 4.13.3 There shall be no voting by proxy permitted at any meeting of the Association and physical presence is required to cast a vote.
- 4.13.4 Only Directors are entitled to vote at Board meetings.
- 4.13.5 Every Director in attendance at a Board meeting shall be entitled to one (1) vote; however, at Annual General Meetings and Special General Meetings, the one vote per household rule, pursuant to Article 4.13.1, shall hold.
- 4.13.6 Voting at Board meetings shall be by show of hands unless a ballot is requested by any Director.
- 4.13.7 Voting at any Annual General Meeting or Special General Meeting shall be by show of voting cards unless a ballot is requested by any Director or other Regular Member in Good Standing.
- 4.13.8 When a ballot is required, it shall be taken in such a manner as the chairperson shall direct.
- 4.13.9 All questions to be determined at a meeting of the Association shall be decided by Simple Majority Vote unless otherwise required pursuant to Article 4.14 or the Societies Act of Alberta.
- 4.13.10 During an election, if any position is not filled by acclamation, the outcome shall be determined by a plurality vote; i.e. the Regular Member who receives the most votes is elected to the applicable position on the Board.
- 4.13.11 A declaration by the chairperson that a resolution has been carried or not carried with an entry to that effect in the minutes of the Association shall, in the absence of dispute at the time of the declaration, be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution.

4.14 Major Decisions

The following decisions of the Association require a Major Decision Vote:

- a) Special Resolutions
- b) Budgets

- c) Fees of the Association (Membership, Registration and or other User Fees)
- d) Borrowing pursuant to Article 7.3
- e) Bylaw amendments pursuant to Article 7.10
- f) Expenditures of \$5,000.00 or greater pursuant to Article 7.2.4
- g) Designation of signing authority pursuant to Article 7.2.5, except in cases when Article 5.4 applies.
- h) Rescinding or reinstating of Membership rights and privileges pursuant to Article 3.8
- i) Removal of Directors pursuant to Article 6.7
- j) Distributing Assets and Dissolving the Association pursuant to Article 8.

4.15 Adjournment

- 4.15.1 Any meeting of the Association may be adjourned to a later date prior to its completion by Simple Majority Vote.
- 4.15.2 The subsequent meeting shall conduct only the unfinished business from the original adjourned meeting.
- 4.15.3 No Notice is necessary for the subsequent meeting if the date, time and location are determined before adjournment.
- 4.15.4 If Quorum is not met at the subsequent meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

Article 5 - Board of Directors

5.1 The Board

The Board shall consist of not less than six (6) and not more than fifteen (15) Directors who shall be elected or appointed to manage the affairs of the Association, including:

- a) An Executive Committee comprised of a President, a Vice-President, a Secretary and a Treasurer and
- b) Standing Committee Directors and Directors at Large as deemed necessary.

5.2 General Duties and Responsibilities of the Board

- 5.2.1 The Board of Directors shall have and exercise full control and management of the business and affairs of the Association subject to:
 - a) These bylaws and
 - b) Directions from Members, through Simple Majority Vote or Major Decision Vote as appropriate pursuant to Article 4.14, at any Annual General Meeting or Special General Meeting.
- 5.2.2 The Board is responsible for ensuring that the Association has complied with all requirements of the Societies Act of Alberta.
- 5.2.3 The Board is responsible for ensuring that the Association complies with the City of Calgary Licence of Occupation (LOC).

- 5.2.4 The Board is responsible for developing position descriptions for every Director and for reviewing the descriptions annually.
- 5.2.5 The Board shall develop, implement and adhere to policies and procedures for the proper operation of the Association and its facilities.
- 5.2.6 No Director, in accordance with Article 3.1.4, shall take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.
- 5.2.7 No Director shall receive remuneration for acting in a Board position nor directly or indirectly receive any benefit or profit from their position as per Articles 4.12 and 7.4.
- 5.2.8 No Director shall be an employee of the Association.
- 5.2.9 Directors of the Association shall, in fulfilling their duties and responsibilities, act honestly and in good faith with a view of the Association's best interest; furthermore, they shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.2.10 Additional duties of all Directors shall include but not be limited to:
- a) Promoting the objectives of the Association
 - b) Promoting Membership in the Association and collecting Membership fees
 - c) Establishing committees, along with the committees' mandates and terms of reference; and dissolving committees when appropriate
 - d) Maintaining and protecting assets and property of the Association
 - e) Purchasing, leasing, selling, exchanging or disposing of lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein for such consideration and upon such terms as the Board considers reasonable
 - f) Preparing and approving an annual budget for the Association pursuant to Article 7.2.3
 - g) Paying all expenses and receiving all revenues with respect to the operation and management of the Association
 - h) Improving the financial position of the Association through whatever means the Board determines is advisable, including fundraising activities
 - i) Entering into contracts and accepting, soliciting or receiving donations, gifts, grants and benefits of any kind for the purpose furthering the objectives of the Association
 - j) Accumulating, using, investing, applying, or donating Association funds in order to carry out the objectives of the Association
 - k) Subject to Major Decision Vote, borrowing money through such terms and conditions as set out by a mortgage or other charge on any property of the Association
 - l) Appointing and remunerating any accountants, solicitors or other experts to ensure that all necessary books, records and registers of the Association required by these bylaws or by any applicable statute or law are regularly and properly kept
 - m) Filing, submitting and storing such returns, reports and other materials as required under the Societies Act or other statutes or laws and pursuant to Article 7.7

- n) Ensuring that all policies of insurance, as required to be maintained by the Societies Act and other applicable statutes or laws, are acquired and maintained
- o) Exercising all other powers and doing all other things as the Association is legally authorized to do.

5.3 Specific Duties and Responsibilities of the Executive Board

5.3.1 Specific Duties and Responsibilities of the President

In addition to the general duties and responsibilities of all Directors, the President shall:

- a) Supervise the affairs of the Board
- b) Chair all meetings of the Association, the Board and the Executive
- c) Act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or other member of the Board as is reasonably appropriate in the particular circumstances
- d) Be a designated signing authority on all bank accounts and the principal signing authority on all contracts, official documents and correspondence of the Association, and
- e) Be an ex-officio member of all committees of the Board.

5.3.2 Specific Duties and Responsibilities of the Vice President

In addition to the general duties and responsibilities of all Directors, the Vice President shall:

- a) Assist the President generally in the performance of the President's duties
- b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President
- c) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association
- d) Chair standing committees, or represent ad hoc committees at meetings of the Board or Executive, as required, and
- e) Assume the duties of the Treasurer or Secretary in their absence.

5.3.3 Specific Duties and Responsibilities of the Secretary

In addition to the general duties and responsibilities of all Directors, Secretary shall:

- a) Ensure accurate minutes and attendance records are kept at all meetings other than committee meetings
- b) Conduct correspondence on behalf of the Association
- c) Ensure that a register of Membership is kept in accordance with Article 3.9 unless the register is being kept by a Membership Director
- d) Cause all Notices of various meetings to be sent in accordance with Article 4.7
- e) Ensure that all records of the Association, other than financial records, are properly maintained, including these bylaws and the Policies and Procedures

- f) Keep the seal of the Association, and
- g) Determine if Quorum is met at meetings in accordance with Article 4.11.

5.3.4 Specific Duties and Responsibilities of the Treasurer

In addition to the general duties and responsibilities of all Directors, Treasurer shall:

- a) Collect all monies payable to the Association and ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board within thirty days after receipt
- b) Be responsible for the care, custody, control and maintenance of the finances and financial records of the Association
- c) Provide monthly, or at any other time requested by the Board, a report of the financial position of the Association
- d) Ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting
- e) File the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the bylaws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
- f) Be a designated signing authority for all bank accounts
- g) At the direction of the President or the Vice President, be a designated signing authority on contracts entered into on behalf of the Association, and
- h) Chair any finance committee created by the Board.

5.4 Assignment of Tasks and Duties

Directors may assign their individual tasks or duties to other Directors provided:

- a) the President and the Director to whom the task or duty will be assigned are both in agreement with the assignment and
- b) no more than one member of the entire Executive Committee disagrees.

Article 6 - Committees

6.1 Executive Committee

The Executive Committee is comprised of the following positions:

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Treasurer

6.2 Standing Committees

Standing Committees may be formed for the following purposes:

- a) Communications
- b) Schools Liaison
- c) Civic Affairs
- d) Facility and Rink
- e) Sports
- f) Programs and Events
- g) Membership
- h) Volunteers
- i) Fundraising
- j) Building and Development
- k) Other committees as deemed necessary.

6.3 Board Development Committee and Nominations

- 6.3.1 A Board Development Committee may be convened by the Board when necessary. The committee shall consist of at least one Executive Director and any number of Regular Members in Good Standing.
- 6.3.2 The Board Development Committee, at the applicable time, shall solicit and present a list of nominated candidates for the Election of Directors. Further nominations may be made by Regular Members in Good Standing at the Annual General Meeting.
- 6.3.3 The Board Development Committee, or the chairperson in their stead, shall present their report prior to the start of nominations at the Annual General Meeting.

6.4 Director Terms

- 6.4.1 Directors may serve a maximum of three successive terms in any one position.
- 6.4.2 The term for Executive Committee Directors is two years.
- 6.4.3 The term for Standing Committee Directors and Directors at Large is one year.
- 6.4.4 The term for Directors who have been appointed during the year ends at the next AGM.

6.5 Election of Directors

- 6.5.1 The positions of Directors whose terms have ended shall be filled through election at each Annual General Meeting.
- 6.5.2 All Candidates for Director positions shall be Regular Members in Good Standing who have consented to their candidacy and who are either present at the Annual General Meeting or have arranged to have a reasonably detailed biography presented on their behalf.
- 6.5.3 In addition to 6.5.2, candidates for the Executive Committee shall :
 - a) Have served as a Director on the Board for a minimum of six months prior to nomination, or
 - b) If and only if condition a) cannot be met, instead have a demonstrable record of past experience directing an organization similar to a community association or

c) If and only if conditions a) and b) cannot be met, then have no requirement for experience.

6.6 Appointment of Directors

6.6.1 Between Annual General Meetings, vacancies on the Board of Directors may be filled by appointment through Simple Majority Vote of the Directors at a Board meeting.

6.6.2 Appointees shall be Regular Members in Good Standing who have consented to their candidacy.

6.6.3 In addition to 6.6.2, appointees to the Executive Committee shall meet the requirements of Article 6.5.3 a), b) and c).

6.7 Removal of a Director

6.7.1 Directors may be removed before the expiration of their term by:

- a) The Board or
- b) Regular Members.

6.7.2 Removal of a Director by the Board

6.7.2.1 The Board may remove any Director before the expiration of their term for:

- a) Conduct deemed improper, unbecoming or likely to endanger the interest or reputation of the Association
- b) Wilfully committing a breach of the bylaws
- c) Wilfully being in conflict of interest, or failing to disclose conflict of interest or potential conflict of interest, pursuant to Article 3.11
- d) Failing to inform the Board of any issues of which they may be aware that may have a negative impact on the Association or
- e) Failing to attend three (3) or more meetings of the Association without reasonable excuse during the period between successive Annual General Meetings.

6.7.2.2 The Board may remove any Director pursuant to Article 6.7.2.1 through the following procedure:

- a) By submitting to the Secretary or other Director appointed by the Board not less than ten (10) days before a scheduled Board meeting, a written request for a closed session review for the purpose of removing the Director from their position, containing details of their complaint and
- b) By notifying the Director in question in writing of the charge or complaint against them not less than seven (7) days before a scheduled Board meeting and
- c) Giving the Director an opportunity to be heard and to present a defense at the Board meeting and
- d) Passing a resolution in favour of removal through a Major Decision vote of the other Directors at the Board meeting and
- e) The resolution as decided by the Board is then final; if the Director is not removed, that person shall continue to hold that Director position for the remainder of its unexpired term.

6.7.3 Removal of a Director by Regular Members

Regular Members may remove any Director before the expiration of their term through the following procedure:

- a) By calling for a Special General Meeting pursuant to Article 4.4 and
- b) By notifying in writing the Director in question, as well the Secretary or other Director appointed by the Board, of the charge or complaint against the Director in question not less than thirty (30) days before the requested Special General Meeting and
- c) Giving the Director an opportunity to be heard and present a defense at the Special General Meeting and
- d) Passing a resolution in favour of removal through a Major Decision Vote by Directors and Regular Members who are visibly present and eligible to vote at the Special General Meeting.

6.7.4 Any Director removed from the Board shall not be eligible to stand for election or appointment for a period of two (2) years from date of removal; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.

6.7.5 Any Director removed from the Board shall have their Membership reviewed for Good Standing status in accordance with Article 3.8.3.

6.8 Vacancies

6.8.1 A Director shall automatically terminate their position as Director and return all property and controls of the Association, and the Board of Directors may then declare the position vacated, if the Director:

- a) Ceases to hold a Regular Membership or
- b) Resigns by written notice to the Secretary or other Director appointed by the Board or
- c) Misses three (3) consecutive meetings of the Association without giving prior notice of the absences or
- d) Is removed from the position on the Board pursuant to Article 6.7 or
- e) Is convicted of an indictable offence or
- f) Becomes incapacitated to the extent of not being able to perform the duties of the position or dies.

6.8.2 Any Director whose position on the Board has been terminated shall not be eligible to stand for election or appointment for a period of two (2) years from when the position was declared vacant; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Association is located in the community known as Hidden Valley, Calgary, Alberta.

7.2 Finance and Auditing

7.2.1 The Fiscal Year

The fiscal year of the Association begins on April 1st each year and ends on March 31st in the following calendar year.

7.2.2 Audit

a) The audit of the books, accounts and records of the Association shall be carried out at least once each Fiscal Year by a qualified accountant.

b) The auditor may not be:

i) A Director

ii) A legally related person to a Director or

iii) Any person who is a business partner or employee of a Director.

c) The Board shall determine any remuneration for such services.

d) The formal audit report, together with the financial statements of the Association for the previous Fiscal Year, shall be submitted at each Annual General Meeting.

7.2.3 Budget

a) The budget addresses financial requirements associated with current and future plans for the community.

b) A cooperative teamwork approach amongst the Board of Directors is encouraged in establishing a budget each year.

c) The budget approval process shall:

i) Allow for adequate discussion and consultation prior to reaching final decisions

ii) Provide a guideline and timetable to assist in attaining goals

d) The budget shall be subject to a Major Decision Vote at a Board meeting.

7.2.4 Approval of Expenditures

a) All expenditures over \$200.00 and up to \$5,000.00 require a Simple Majority Vote in favour by the Board to be approved

b) Expenditures over \$5,000.00 require a Major Decision Vote in favour by the Board to be approved

c) The Board may proceed with an expenditure when the expenditure is required in an emergency situation to protect the facilities of the Association provided the expenditure is then ratified pursuant to parts a) and b) above as soon as is feasible.

7.2.5 Signing Authority

7.2.5.1 Cheques

a) All cheques drawn on the funds of the Association shall be signed by two Directors designated in accordance with Article 5.3

b) Any cheque payable to a signing Director shall not be signed by that Director and

c) Any cheque payable to a person with whom a Director is legally related shall not be signed by that Director.

7.2.5.2 Contracts

All contracts, deeds, transfers, licenses and documents of the Association shall be signed by two Directors designated in accordance with Article 5.3 and the Association's corporate seal shall be affixed as required.

7.2.6 Inspection of the Books

The Books and Records of the Association:

- a) Shall at all times be accessible to Members of the Association
- b) May be inspected by Members of the Association at the Annual General Meeting
- c) May be inspected at any time at the registered office of the Association upon giving seven (7) days notice to the Director having charge of the books
- d) May be inspected by persons who are not Members of the Association if conferred by law or authorized by the Directors.

7.3 Borrowing

Money may be borrowed:

- a) For the purpose of carrying out the Association's objectives and
- b) By passage of a Major Decision Vote at an Annual General Meeting or Special General Meeting.

7.4 Payments

No Director or other Member of the Association shall receive any payment for their services as a Director or Member; however, Directors and other Members may be reimbursed for expenses incurred through Association activities with prior approval from the Board of Directors.

7.5 Insurance

Adequate insurance coverage on facilities and operations of the Association shall be maintained and reviewed on an annual basis.

7.6 Seal of the Association

- 7.6.1 The Board has adopted a seal of the Association.
- 7.6.2 The Secretary shall have control and custody of the seal unless the Board decides otherwise.
- 7.6.3 The use of the seal shall be determined by the Board.

7.7 Keeping of Books and Records

The Board is ultimately responsible for keeping all necessary books and records of the Association as required by these bylaws, the Societies Act or any other statute or laws including but not limited to the following:

- a) Certificate of Incorporation of the Association
- b) A current copy of the objectives of the Association and a record of any Major Decision Vote altering the objectives

- c) A current copy of the bylaws of the Association and a record of any Major Decision Vote altering the bylaws
- d) A current copy of the Policies and Procedures documents
- e) Current copies of the City of Calgary License of Occupation (LOC) and other formal agreements
- f) Original copies of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law
- g) A copy of the audited financial statements for the preceding fiscal year
- h) The Membership register
- i) The minute book(s) and any documents inserted into the minute book to support motions or discussions.

7.8 Protection and Indemnity of Directors

Every Director is provided the following protection by the Association:

- 7.8.1 The Association indemnifies each Director against all costs or charges that result from any act performed in their role for the Association provided it is not an act of fraud, dishonesty or bad faith.
- 7.8.2 No Director is liable for the acts or omissions of any other Director of the Association.
- 7.8.3 No Director is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association.
- 7.8.4 Directors may rely on the accuracy of any statement or report prepared by the Association's auditor or other advisors; Directors are not held liable for any loss or damage as a result of acting on that statement or report.

7.9 Review of Bylaws, Policies and Procedures

- 7.9.1 The Board shall review, at least annually and at their earliest opportunity, the bylaws, policies and procedures of the Association to ensure their understanding and compliance.
- 7.9.2 Subsequent to the review, the Board shall:
 - a) Make any necessary revisions to policies or procedures as soon as practicable and
 - b) Present any required bylaw amendments to an Annual General Meeting or a Special General Meeting pursuant to Article 8.

7.10 Amending the Bylaws

- 7.10.1 The bylaws may be rescinded, altered or added to only by Special Resolution passed at an Annual General Meeting or Special General Meeting.
- 7.10.2 The twenty-one (21) days Notice of the Annual General Meeting or Special General Meeting must include details of the proposed resolution to change the bylaws.
- 7.10.3 The amended bylaws take effect after approval by the Corporate Registry in Alberta.

Article 8 – Distributing Assets and Dissolving the Association

In the event of the Association's dissolution:

- a) Funds held in the casino account or Consolidated Gaming Account or assets purchased with gaming proceeds shall be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.
- b) After the payment of all debts and liabilities, the Association's net assets shall be distributed to a registered and incorporated charitable organization. Regular Members select this organization by Major Decision Vote. In no event will Members receive any assets of the Association.

Enacted by the Board of Directors

on the _____ day of _____ 2018.

Print Name
President, Hidden Valley Community Association

Signature
President, Hidden Valley Community Association

Confirmed by the Membership in accordance with the Societies Act

on the _____ day of _____ 2018.

Print Name
President, Hidden Valley Community Association

Signature
President, Hidden Valley Community Association

Edited May 25, 2018 by
Karla Williamson - HVCA Secretary
Brian Pearson - HVCA Treasurer
Rob Dickinson - Neighbourhood Partnership Coordinator, Calgary Neighbourhoods
Doug Lewis – HVCA Regular Member in Good Standing