

**RIVERBEND  
COMMUNITY ASSOCIATION  
OF CALGARY**

**PROPOSED AMENDED  
BY-LAWS**

**Riverbend Community Association of Calgary  
Proposed Amended By-Laws**

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## **ARTICLE 1 – OVERVIEW**

### **1.1 Name**

The name of the association shall be: Riverbend Community Association of Calgary, which shall also be referred to as “RCA”, or the “Association”.

### **1.2 By-Laws**

The following articles set forth the by-laws of the Association, and all members must abide by and uphold these by-laws.

## **ARTICLE 2 – DEFINITIONS AND INTERPRETATION**

2.1 **Definitions** – in these by-laws, the following words and/or phrases shall have these meanings.

2.1.1 **Act** means the Alberta Societies Act, as amended, or any statute substituted for it and includes any regulations promulgated thereunder that are in effect from time to time.

2.1.2 **Annual General Meeting** means the annual meeting of the members.

2.1.3 **Association** shall mean the Riverbend Community Association.

2.1.4 **Board of Directors** or **Board** means each person serving on the Board of Directors of this Association as the governing body of the Association.

2.1.5 **Cause** means statements, behavior, conduct or actions that is contrary to the objects of RCA, as may from time to time be passed; or a material breach of RCA’s by-laws or policies as defined by the Board of Directors.

2.1.6 **Community** means the community of Riverbend, in the city of Calgary.

2.1.7 **Director** shall mean each person serving on the Riverbend Community Association Board of Directors.

2.1.8 **Good Standing** shall be used to define a member who meets the requirements of the Association as defined under Article 5.1.

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- 2.1.9 **Household** means individuals who habitually reside at the same residential street address.
- 2.1.10 **Interpretation** in all by-laws of the Association, the singular shall include the plural; and the plural the singular. The word “person” shall include corporations and societies. The masculine version of a word shall include the feminine, and the feminine the masculine. Where reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment as the case may be.
- 2.1.11 **Shall be responsible** means that the individual responsible for the overall co-ordination, direction, and guidance for this function on behalf of the Board of the Directors. In this context, the individual shall be the voice of the Executive to the designated areas, and shall not take any action or provide such co-ordination, direction, and guidance without the approval of a majority of the Executive.

## **ARTICLE 3 – BOUNDARIES**

- 3.1 The boundaries of the Association shall be as follows:
- 3.1.1 South of Glenmore Trail;
  - 3.1.2 North of Quarry Park;
  - 3.1.3 East of 24<sup>th</sup> Street;
  - 3.1.4 West of the Bow River;
  - 3.1.5 within the City of Calgary, in the Province of Alberta.

## **ARTICLE 4 – BY-LAWS**

- 4.1 These by-laws represent the structural and operational terms of reference which shall be used by the Association in fulfilling its registered objects.
- 4.2 The by-laws of the Association shall not be rescinded, altered or added to except by "SPECIAL RESOLUTION" of the Association. By-laws to be reviewed as required to ensure they best meet the needs of the Association.

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- 4.3 For the purpose herein "Special Resolution" shall mean a resolution passed at an Annual General Meeting or Special General Meeting for which not less than twenty-one (21) days public notice specifying the intention to propose the resolution as a Special Resolution has been duly given and
- 4.3.1 At least 75 RCA members must be present, and more than half of them must vote in favour for the special resolution, or;
- 4.3.2 Regardless of however many RCA members are present, at least 75 per cent of them must vote in the favour for the special resolution, provided that the general requirements of quorum are met.

## **ARTICLE 5 – MEMBERSHIP**

### **5.1 Membership Eligibility**

- 5.1.1 Membership shall be open to those individuals who meet the following conditions:
- a) Is a resident of the community, and;
  - b) Is at least 18 years of age, and;
  - c) Has never been expelled from RCA, and;
  - d) Is not currently under suspension from RCA, and;
  - e) Has paid and is current with any/all membership fees and/or dues, and;
  - f) Agrees to follow and abide by these by-laws and any Board enacted/approved policies, and;
  - g) If membership fees are not paid within thirty (30) of the start of the membership year, the members in default shall thereafter be entitled to no membership privileges or powers in the Association until reinstated by the Membership Director, or person(s) acting in this capacity for the Board of Directors.

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**5.2 Membership Rights**

5.2.1 A member who is in good standing is eligible to:

- a) Receive notice of any General Meeting.
- b) Attend any General Meeting and/or Board Meeting.
- c) Receive a copy of RCA's financial statements upon 30 days written request.
- d) Speak to any issue on the agenda of any General or Annual General Meeting, up to a maximum of 5 minutes, or longer with the agreement of the chair of the meeting.
- e) Speak to any issue at a Board Meeting with the approval of the chair of the meeting.
- f) Vote in person at any General or Annual General Meeting.
- g) Be eligible to run for election to any position on the RCA Board of Directors.

**5.3 Withdrawal of Membership**

5.3.1 A member may withdraw from membership by giving written notice of intention to withdraw to the Board and will receive no refund of any fees paid.

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**5.4 Suspension or Expulsion of Membership**

5.4.1 Suspension of Membership

- a) When the actions of a member are believed to be placing the name and or the reputation of the Association in jeopardy, or causing disharmony within the Association as to be harmful to the best interests of the Association and or the community, the said action shall first be investigated by a Membership Review Committee consisting of three (3) persons appointed by the Board, who will issue written notice to the member.
- b) No member shall be suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.
- c) If the situation is not resolved, it shall be taken to a meeting of the membership at large, and with a vote of not less than two-thirds (2/3) of the members present at the meeting who have voting rights must vote in the affirmative.
- d) Any member who has been suspended may after two (2) years apply to be reinstated as a member of the Association with an affirmative vote of two-thirds (2/3) of members in good standing in attendance at a General Meeting.
- e) Any member who is suspended is not entitled to receive a refund of any membership fees.

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5.4.2 Expulsion of Membership

- a) It is also possible that the actions of the individual are considered so damaging to the community as a whole, that a vote of expulsion be taken. The said action shall first be investigated by Membership Review Committee of three (3) people selected by the Board, who will issue written notice to the member.
- b) No member shall be expelled without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.
- c) If the situation is not resolved, it shall be taken to a meeting of the membership at large, and with a vote of not less than two-thirds (2/3) of the members present at the meeting who have voting rights.
- d) Any member who has been expelled may never be a member of the Association again.
- e) Any member who is expelled is not entitled to receive a refund of any membership fees.

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**5.5 Membership Categories**

5.5.1 Annual

Any individual or family who resides within the established community boundaries, who purchases a membership for an annual period. The price of such membership to be determined by the Board from time to time as it sees fit.

5.5.2 Life

Any individual or family shall remain a member of the Association for the duration of their residence within the community boundaries. This includes intermittent residence within the community boundaries. The price and conditions of such membership to be determined by the Board from time to time as it sees fit.

5.5.3 Honorary

Any person not residing within the boundaries of the Association may become an honorary member of the Association, but that person shall not be entitled to vote at meetings nor to serve on the Board. The price of such membership to be determined by the Board from time to time as it sees fit.

5.5.4 Associate

Any person may become an associate member of the Association, but that person shall not be entitled to vote at meetings nor to serve on the Board. The price of such membership to be determined by the Board from time to time as it sees fit.

5.5.5 Corporate

Any business may purchase a non-voting membership of the Association for a price to be determined by the Board from time to time. This membership shall not be entitled to serve on the Board. The price of such membership to be determined by the Board from time to time as it sees fit.

5.5.6 Seniors

Any individual(s) who resides within the established community boundaries, who purchases a membership for an annual period. The age qualification of an individual who holds such a membership to be determined by the Board from time to time, as it sees fit.

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## **ARTICLE 6 – GOVERNANCE**

### **6.1 Board of Directors**

6.1.1 The roles of the Board of Directors shall be as follows:

- a) The affairs of the Association shall be managed by a Board of not less than five (5) or more than fifteen (15) Directors. Each Director shall be elected to hold office for a two year period after he has been elected or until his successor shall have been duly elected.
- b) The Board shall, subject to the by-laws or directions given it by majority vote of the membership at a properly called and constituted meeting, have full control and management of the business and affairs of the Association.
- c) Vacancies on the Board, however caused so long as a quorum of Directors remains in office, may be filled by the Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a Special General Meeting to fill the vacancies. If the number of Directors is increased between terms, a vacancy or vacancies shall thereby be deemed to have occurred, which may be filled in the manners provided above.
- d) No employee of the Association may be elected to or appointed to the Board of Directors.
- e) A Director ceases to be a Director when he ceases to be a member of the Association or upon submission of a letter of resignation.
- f) Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved, harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own neglect or default.

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- g) The members of the Board shall receive no remuneration for acting as such and no Director or officer who is also a Director shall directly or indirectly receive any profit from his position as Director or Officer. The activities of the Association are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used promoting their personal objectives. Such action would constitute violation of the by-laws and jeopardize the status of the Director according to the aforementioned procedure.
- h) The Board may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the objectives of the Association and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- i) Promote membership in the Association.
- j) Maintain and protect the Association's assets and property.
- k) Approve the annual budget for the Association, when called upon to do so.
- l) Investing any extra monies, at the direction and under control of the Treasurer of the Association.
- m) Make /approve policies, rules and regulations for managing and operating the Association.
- n) Appoint legal counsel as necessary, and appoint a Board member to be the point of contact where such instances arise.
- o) Without limiting the general responsibility of the Board, delegate its powers and duties to the Executive Committee of the Association.

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6.1.2 The Board shall, subject to the by-laws or directions given it by majority vote of the membership at a properly called and constituted meeting, have full control and management of the business and affairs of the Association.

6.1.3 Automatic Removal of a Director

The office of a Director shall be automatically vacated:

- a) If a Director resigns his office by giving written notice to the Secretary or President.
- b) If s/he ceases to be a member in good standing of the Association.
- c) If s/he fails to attend three (3) consecutive meetings of the Board unless such failure is excused by the Board.
- d) If s/he has been found to be mentally incompetent by a certified medical professional.
- e) If s/he has been removed from her/his position by the Board.
- f) If s/he should be convicted of a criminal offence as defined by the Criminal Code of Canada.

6.1.4 Removal from Office

The Board of Directors may remove from office a Director by an affirmative vote of at least two-thirds (2/3) of the eligible members by secret ballot for one or more of the following reasons:

- a) If the Director has failed to abide by the Bylaws, or;
- b) If the Director has been disloyal to the Society, or;
- c) If the Director has done anything judged to be harmful to the Society in an egregious manner, or;
- d) If the Director has been judged to have failed to do something which therefore caused harm to the Society in an egregious manner; or;
- e) If the Director has committed a breach of confidentiality of the proceedings of the Association.

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6.1.15 Notice of Removal of Director

- a) The Board shall inform the Director by written notice of the reasons for removal and shall ask for the Director's resignation within seven (7) days. From receipt of this notice, the Director shall have no rights or privileges of a Director except that s/he shall be granted the rights of an appeal process.
- b) If the Director does not resign, the Director shall be given an opportunity for an appeal to the Executive within seven days of receipt of notice of removal
- c) All notices shall be sent by double registered mail to the last known address of the Director shown in the records of the Association, or the notice may be delivered by an Officer of the Board at least seven (7) days prior to the meeting of the Board.
- d) The vote to suspend the Director shall be by secret ballot and passed by a simple majority.
- e) The Member shall be informed in writing of the decision of the Executive within seven (7) days of the meeting.

6.1.16 Permanent Executive Vacancy

- a) In the event that the position of President should become vacant, the Vice-President Administration shall act in the position of President on a temporary basis, until such time as the next Board meeting. At that time, any other Executive member may also indicate their desire to fill the position of President. A vote of the Board shall then be required to confirm who shall be the new President on a go-forward basis. This vote is to be based on having at least an affirmative vote of two-thirds (2/3) of the named Board members at that time.
- b) In the event that the position of President should become vacant, and the position of Vice-President Administration is already vacant, the Vice-President Operations shall act in the position of President on a temporary basis, until such time as the next Board meeting. At that time, any other Executive member may also indicate his desire to fill the position of President. A vote of the Board shall then be required to confirm who shall be the new President on a go-forward basis. This vote is to be based on having at least an affirmative vote of two-thirds (2/3) of the named Board members at that time.
- c) In the event that the Board cannot come to an affirmative vote of at least two-thirds (2/3) after the first vote, the Board shall hold a second vote. Such a vote will be held not more than one (1) week after the first vote.

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- d) In the event that the Board cannot come to an affirmative vote of at least two-thirds (2/3) after the second vote, then, a third vote will be called. Such a vote will be held not more than one (1) week after the first vote.
- e) The third and deciding vote will be held at a General or Annual General Meeting, where a determination shall be made based on a majority of the members in attendance, provided that the requirements of quorum have been met.
- f) All other Executive vacancies are to be filled by the Board in a matter to be determined by the Board.

**6.2 Executive**

6.2.1 Executive Committee

- a) The Executive Committee shall be defined as the President, the Vice President Administration, the Vice President Operations, the Treasurer, the Secretary, and any such individual who the Board may determine from time to time.
- b) The Executive Committee shall carry out the day to day administration of the affairs of the Association and the requirements of these by-laws within the constraints and under the direction of the Board.
- c) Without limiting the general responsibility of the Executive Committee, it can delegate its powers and duties to any other Board Member, Committee, Staff Member, Contract Employee, or any other person(s) not so identified to assist and aid it in its duties, with the approval of the Executive Committee, and of the Board itself.
- d) The Executive Committee shall also constitute the Officers of the Association.
- e) All staff and any other like or similar individuals report to the Executive Committee as a whole, although individual Executive Committee members may be assigned stewardship of their functions on a as needed basis purely for the purpose of allowing for effective communication, and day-to-day supervision, mentoring or other assistance.
- f) Failure by an Executive member to perform his duties as outlined in these by-laws, where such failure is viewed by the Board as detrimental to its ability to manage its affairs would be considered as grounds for removal of the individual from the Executive position, as determined by a vote of the Board.

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6.2.2 President

The President or his/her delegate shall:

- a) When present, preside at all meetings of the Association, as the Chair.
- b) Be an ex-officio member of all committees, except where such membership may create a conflict of interest.
- c) Prepare all Executive and Board agendas.
- d) Be the official spokesperson for the Association.
- e) Be the primary signing authority for the Association.
- f) Coordinate the overall function of the Board and delegate duties accordingly.
- g) Have general supervision of the affairs of the Association.
- h) Carry out any other duties assigned by the Board.
- i) Upon completion of his/her term and with the approval of a majority of the Board, serve for one (1) year in the role of Past President. This role is non-voting and simply of a consultative nature for continuity purposes.

6.2.3 Vice President Administration

The Vice-President Administration or his/her delegate shall:

- a) Act as President in the absence of the President, provided such absence is on a temporary basis, and not the result of the vacancy of the position of the President.
- b) Carry out any other duties assigned by the Board.
- c) Be responsible for the administration of the business of the association, Hall Staff, Membership, and Volunteers.

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6.2.4 Vice President Operations

The Vice-President Operations or his/her delegate shall:

- a) Act as President in the absence of the President and Vice-President Administration, provided such absence is on a temporary basis, and not the result of the vacancy of the position of the President or the Vice-President Administration.
- b) Carry out any other duties assigned by the Board.
- c) Be responsible for the operation of the Community Building(s) and Security.

6.2.5 Treasurer

The Treasurer or his/her delegate shall:

- a) Receive all monies paid to the Association.
- b) Be responsible for the deposit of same in whatever Bank the Board may approve.
- c) Promptly account for the funds of the Association and keep such books as may be directed.
- d) Present a full and detailed account of receipts and disbursements to the Board whenever requested.
- e) Prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- f) Be responsible for Gaming Operations and Reporting for the Association, unless otherwise delegated.
- g) Provide a set of financial statements to the Board at each and every regularly scheduled Board meeting. Such statements to include at a minimum, a Balance Sheet, and a Profit and Loss Statement (or Income Statement).
- h) Carry out any other duties assigned by the Board.

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6.2.6 Secretary

The Secretary or his/her delegate shall:

- a) Attend all meetings of the Association, and to keep accurate minutes of the same, unless otherwise delegated.
- b) Have charge of all the correspondence of the Association, under the direction of the President and the Board.
- c) Ensure that all records of the Association, other than financial records, are properly maintained, including these by-laws and the policies and procedures.
- d) File the Society's Annual Corporate Return, Special Resolutions passed at a General Meeting and any change in Directors or Officers, as required by the Act.
- e) Carry out any other duties assigned by the Board
- f) In case of the absence of the Secretary, his duties shall be discharged by such member as may be appointed by the Board.

**6.3 Non-Executive / Director Positions**

6.3.1 With the exception of Executive Positions which have been outlined in these by-laws, non-Executive Director positions titles are to be determined by the Board on an annual basis by a majority vote of the Board members, at least thirty (30) days prior to the Annual General Meeting.

**6.4 Standing Committees**

6.4.1 Standing Committees shall be created and dissolved by the Board. Standing Committees report to the Board as a whole, unless otherwise specified by a vote of the Board, or through the policy that guides its operation. They shall act to provide the Association with information, training and services necessary for the survival and growth of the Association. The standing committees shall recommend to the Board programs which will improve the services provided by the Association to their members.

6.4.2 Standing Committees shall be defined as being temporary or permanent.

6.4.3 Temporary Standing Committees do not require a separate policy governing their actions. Though not mandatory, it is recommended that their operation be guided by a motion from the Board outlining their term, mandate, membership, budget, and other related matters relevant to their operation.

6.4.4 Each Permanent Standing Committee must have a policy that define its operation, which has been approved by the Board as a whole.

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## **ARTICLE 7 – MEETINGS**

### **7.1 Annual General Meeting**

7.1.1 The Annual General Meeting of the Association shall be held on or before June 30 of each year. Twenty one (21) days public notice shall be given to all members. The business of the Annual General Meeting shall include:

- a) The Presidents Report of the year's activities.
- b) The Treasurer's Report and Audited Financial Statements.
- c) Election of the Board.
- d) Appointment of Auditors for the ensuing year.
- e) Any other business of the Association except that no vote shall be taken upon any matter for which notice has not been given.
- f) The order of business of the Annual General Meeting shall be at the discretion of the chairperson 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 Board and appointment of Auditors.

7.1.2 Quorum shall be defined as 5% of members in good standing.

7.1.3 Adjournment - If a quorum is not established within fifteen (15) minutes of the scheduled Annual General Meeting start time, the meeting shall be canceled. All business to be discussed shall be carried forward to the next scheduled General Meeting. The Board shall decide upon a new date within four (4) months of the canceled meeting.

For purposes of determining the total membership for calculation of the quorum, the number will be determined using the total memberships at a point thirty (30) days prior to the commencement of the meeting.

7.1.4 Voting shall be based on one (1) vote per household.

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**7.2 General Meetings**

7.2.1 Business - General Meetings of the members of the Association shall be held at least three (3) times per fiscal year.

7.2.2 A minimum of seven (7) days Public Notice of such meetings shall be given to all members.

7.2.3 Quorum shall be defined as 2.5% of members in good standing.

7.2.4 Adjournment - If a quorum is not established within fifteen (15) minutes of the scheduled Annual General Meeting start time, the meeting shall be canceled. All business to be discussed shall be carried forward to the next scheduled General Meeting. The Board shall decide upon a new date within four (4) months of the canceled meeting.

For purposes of determining the total membership for calculation of the quorum, the number will be determined using the total memberships at a point thirty (30) days prior to the commencement of the meeting.

7.2.5 Voting shall be based on one (1) vote per household.

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**7.3 Special General Meetings**

- 7.3.1 A Special General Meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting.
- 7.3.2 Twenty-one (21) days Public Notice of the meeting shall be given to all members.
- 7.3.3 A Special General Meeting shall also be called to fill the vacant Director positions when there is no longer a quorum of Directors on the Board.
- 7.3.4 Quorum shall be defined as 5% of members in good standing.
- 7.3.5 Adjournment - If a quorum is not established within fifteen (15) minutes of the scheduled Special General Meeting start time, the meeting shall be canceled. All business to be discussed shall be carried forward to the next scheduled General Meeting. The Board shall decide upon a new date within four (4) months of the canceled meeting.

For purposes of determining the total membership for calculation of the quorum, the number will be determined using the total memberships at a point thirty (30) days prior to the commencement of the meeting.

- 7.3.6 Voting shall be based on one (1) vote per household.

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**7.4 Board Meetings**

- 7.4.1 Board meetings shall be held as often as the business of the Association shall require, and at least four (4) times per year.
- 7.4.2 They shall be called by the President.
- 7.4.3 Meetings of the Board shall be called by seven (7) days' notice in writing or by telephone.
- 7.4.4 Quorum shall be defined as a simple majority of those elected or appointed to the Board.
- 7.4.5 Adjournment - If a quorum is not established within fifteen (15) minutes of the scheduled Board Meeting start time, the meeting shall be canceled. All business to be discussed shall be carried forward to the next scheduled Board Meeting. The Board shall decide upon a new date within four (4) months of the canceled meeting.

For purposes of determining the total membership for calculation of the quorum, the number will be determined using the total memberships at a point thirty (30) days prior to the commencement of the meeting.

- 7.4.6 Voting shall be determined as follows:
  - a) Each Director, including the President, but not including the Past President, has one (1) vote.
  - b) The President does not have a second or casting vote in the case of a tie vote. A tie vote means that the motion is defeated.
- 7.4.7 General Notes
  - a) Meetings of the Board are open to members of the Association, but, only Directors may vote. Members are permitted to participate in a discussion only when invited to do so by the Board, as evidenced by the passing of a motion. A majority of the Directors present may vote to ask any of the members, or other persons present to leave as well.
  - b) Directors who are not able to attend may do so via a conference call, if facilities allow for this option. Directors who participate in this call in this manner are considered present for the meeting.

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- c) Directors who are not present, and who do not participate via a conference are not allowed to assign their vote or provide a proxy vote for the meeting on any matter.

**7.5 Special Board Meetings**

- 7.5.1 Special Board Meetings may be called on the instructions of any two members of the Board, provided they give written notice to the President and state the business to be brought before the meeting.
- 7.5.2 Quorum - a simple majority of those elected or appointed shall constitute a quorum.
- 7.5.2 Adjournment shall occur if quorum is not obtained within 15 minutes of the call time of the meeting, and shall be rescheduled as soon as possible thereafter.
- 7.5.3 Voting shall be determined as follows:
  - a) Each Director, including the President, but not including the Past President, has one (1) vote.
  - b) The President does not have a second or casting vote in the case of a tie vote. A tie vote means that the motion is defeated.

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**7.6 Executive Committee Meetings**

7.6.1 Executive Committee Meetings shall be held as often as the day to day business of the Association shall require, and shall be called by the President.

7.6.2 Quorum shall be defined as a simple majority of those elected or appointed.

7.6.3 Adjournment shall occur if quorum is not obtained within 15 minutes of the call time of the meeting.

7.6.4 Voting shall be determined as follows:

a) Voting shall be based on one (1) vote per Executive member.

b) The President does not have a second or casting vote in the case of a tie vote. A tie vote means that the motion is defeated.

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## **ARTICLE 8 - MOTIONS**

- 8.1 All motions made at all meetings shall be decided by a simple majority except as otherwise provided in these by-laws.
- 8.2 All motions from the floor shall be moved and seconded except the motions to adjourn and all nominations from the floor.
- 8.3 All motions shall be minuted and recorded as to whether they have been carried or defeated.

## **ARTICLE 9 – ELECTIONS AND MOTIONS**

- 9.1 Elections for the Executive Committee and the Board of Directors of the Association shall normally be held at the Annual General Meeting, unless otherwise determined by a majority vote of the Board of Directors to fill otherwise vacant positions.
- 9.2 The Executive Committee, three (3) months prior to the Annual General Meeting, shall appoint a nominating committee (if one is not already in place) consisting of three (3) members of the Board. The Board shall declare who will serve as Chairman of the nominating committee. The committee shall prepare a slate of nominations of Board members to be presented to the Board, prior to presentation at the Annual General Meeting. The slate of nominations shall be presented to the membership for voting.
- 9.3 Every voting membership shall designate one (1) person in the household to cast their vote. The designated person must be eighteen (18) years of age and over.
- 9.4 All votes in the Association must be made in person at the appropriate meeting by the members of the Association.
- 9.5 Except as otherwise provided in these by-laws, the Board or the membership shall determine all matters properly brought before them by the affirmative vote of a simple majority of those entitled to vote and present at the time of the vote.
- 9.6 All elections and votes shall be by show of hands unless a ballot is requested by a member.
- 9.7 A declaration by the chairman that a motion has been carried and an entry to that effect in the Minutes shall be prime facie evidence of the fact without proof of the number of proportion of the votes recorded in favor of or against such a motion.
- 9.8 A call will be made three (3) times from the Chair of the Nominations Committee, or similarly designed individual from the Board, if no such committee exists, for any person(s) to submit

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their names for consideration to the Board and for consideration by the membership. At the end of the three (3) calls, the nomination process will be declared closed, and no other nominations from the floor will be accepted.

- 9.9 No member of the Executive or the Board will be acclaimed as winner at any General or Annual General Meeting or any other such meeting called for such a purpose. Any person running for a position on the Board must be affirmed by a majority vote at an Annual General Meeting, provided that the requirements for quorum have been met.
- 9.10 To allow for the orderly running of the Association and to provide continuity, elections for any/all Executive positions shall be carried out as follows:
- 9.10.1 The President, Secretary and the VP Operations shall be up for election in a year with an even number.
- 9.10.2 The Treasurer, VP Administration and any other position deemed by the Board to be Executive in nature will be up for election in a year with an odd number.

## **ARTICLE 10 - NOTICES**

- 10.1 Written notices or communication directed to the last known address of the accredited representative (member) of record shall be deemed to have been received three (3) days after the date of delivery including Saturdays, Sundays and Statutory Holidays.
- 10.2 Public Notice is by announcement at an Annual General Meeting, a Special Meeting or at a General Meeting as well as the publication of the announcement in the Newsletter or other form of print media or posting on the RCA website.
- 10.3 Any notice, communication or document sent by e-mail satisfies the requirement that it be in writing or "written".

## **ARTICLE 11 – FINANCE AND OTHER MANAGEMENT MATTERS**

### **11.1 Head Office of the Association**

11.1.1 Shall be defined as being within the boundaries set forth within these by-laws.

### **11.2 Fiscal Year of the Association**

11.2.1 Shall be defined as commencing on September 1 and ending on August 31 of the following year.

### **11.3 Membership Year of the Association**

11.3.1 Shall be defined as being the same as the Fiscal Year.

### **11.4 Seal of the Association**

11.4.1 There shall be no seal of the Association.

### **11.5 Objects**

11.5.1 The Board shall have and maintain a set of Objects that may be changed from time to time by a Special Resolution.

### **11.6 Code of Conduct**

11.6.1 The Board shall have and maintain a Code of Conduct Policy that may be changed from time to time by the Board.

### **11.7 Conflict of Interest**

11.7.1 The Board shall have and maintain a Conflict of Interest Policy that may be changed from time to time by the Board.

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**11.7 Inspection of the Books and Records**

- 11.7.1 The books and records of the Association may be inspected by any member of the Association at any time at the registered office of the Association upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- 11.7.2 Any person who is not a member of the Association has no rights to inspect any book or record or document of the Association except as conferred by law or authorized by the Board.
- 11.7.3 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified Accountant or other alternatives as prescribed by the Societies Act. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

**11.8 Expenditures**

- 11.8.1 All expenditures must be approved by the Board, but any expenditure may be approved by acceptance and approval of an annual budget by the Board.
- 11.8.2 All funds of RCA shall be applied only to carrying out the Objects of RCA and in accordance with the approved annual budget of RCA and no Member may derive any pecuniary benefit from such monies except for:
- a) The payment of salary or wages to RCA employees;
  - b) Compensation paid for services rendered by a Member if the Member is acting in a capacity other than as a Director and the compensation is less than or equal to what an arm's length party would pay for the services, and
  - c) Reimbursement to any Member for out-of-pocket expenses approved by the Board of Directors and incurred in the service of RCA.

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**11.9 Signing Authority**

11.9.1 Operations accounts may be established for any committee or for routine operations of the Association which the Board may transfer funds or allow funds, to remain for approved budget expenditures. All other funds are to remain in the general account of the Association and any two of the following shall sign all the cheques:

- a) President
- b) Vice President Administration
- c) Vice President Operations
- d) Secretary
- e) Treasurer
- f) Any other Board Member as Directed by the Executive Committee

11.9.2 Any two members of the Executive Committee are authorized on behalf of the Association to sign securities or instruments held by the Association.

**11.10 Borrowing Powers**

11.10.1 No money shall be borrowed by the Association except with the approval of a Special Resolution of the membership of the Association.

**11.11 Investments**

11.11.1 The Board shall decide upon an Investment Policy and update this policy from time to time.

**11.12 Protection and Indemnity of Directors and Officers**

11.12.1 The Association shall indemnify a Director, a former Director, a person acting as its representative, or their heirs against all costs, charges and expenses, in respect of any civil, criminal or administrative proceeding to which s/he is made a party by reason of being a Director of the Association if:

- a) He acted honestly and in good faith with a view to the best interests of the Association; and
- b) In the case of legal action that is enforced by a monetary penalty, s/he had reasonable grounds for believing that his/her conduct was lawful.

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**11.13 By-Law Supremacy**

Where ambiguity exists between these by-laws and a Board approved policy, the by-laws shall supersede the interpretation of any such policy.

**11.14 By-Law Interpretation**

Where ambiguity exists in the interpretation of these by-Laws, such ambiguity may be resolved by an affirmative vote of at least two-thirds (2/3) vote of the Board of Directors.

**11.15 Other By-Law Matters**

In the event of matters arising that are not covered by the by-laws of the Association, the Board will determine through at least a two-thirds (2/3) affirmative vote of its Board members how to deal with such items in the best interest of the Association.

## **ARTICLE 12 – MINUTE BOOK**

12.1 The Directors will ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law be regularly and promptly kept.

12.2 The Secretary or other officer directed by the Board will maintain, have charge of the Minute Book of the Association, and will record or cause to be recorded in it the Minutes of all proceedings of all Board Meetings, Special Board Meetings, Executive Committee Meetings, General Meetings, Annual General Meetings and Special General Meetings.

12.3 The Minute Book will contain the following information:

12.3.1 Certificate of Incorporation

12.3.2 A copy of the by-laws and any special resolution altering the by-laws.

12.3.3 Copies of all documents, registers and resolutions required by law.

12.3.4 Copies of all audited financial statements of the Association.

12.3.5 Copies of all other documents directed to be inserted into the Minute Book by the Board from time to time.

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## **ARTICLE 13 – AMENDMENTS**

- 13.1 The by-laws of the Association may be changed, altered, or added to by a Special Resolution at any Annual General or Special General Meeting of the Association, and only after the approval of the Corporate Registry of Alberta.
- 13.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Association must include details of any proposed resolution to change the by-laws.
- 13.3 An affirmative vote is defined by one of the following:
- 13.3.1 At least 75 RCA members must be present, and more than half of them must vote in favour for the Special Resolution; or
  - 13.3.2 Regardless of however many RCA members are present, at least 75 per cent of them must vote in favour of the Special Resolution, provided that the general requirements of quorum are met.

## **ARTICLE 14 – DISSOLUTION**

- 14.1 The Association is not obligated to pay any dividends or distribute its property among its members, in the event that the Association is dissolved, and members should not expect any payment or compensation in the event that the Association is dissolved.
- 14.2 In the event of dissolution of the Association all assets and liabilities will become the property of the City Of Calgary.