

ESTABLISHING A COMMUNITY ASSOCIATION IN CALGARY

2007



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Congratulations!

By reading this manual and actively engaging people in your neighbourhood, you are taking the first step in establishing a Community Association to provide social, recreational and sports programs for your members and their families. By becoming a registered Community Association you are also positioning your association to make neighbourhood improvements and have a voice in the City of Calgary planning and development approval process.

This manual is intended to help you understand the process for establishing a Community Association. It also provides templates for use, however, your steering committee must determine what is best for your own situation and for that reason this handbook is meant only to be a guide. Good luck!

About Community Associations

There are currently 137 active Community Associations in Calgary, representing almost the entire city, and 7 in the surrounding area. It is estimated that annually, 20,660 Community Association volunteers contribute 2.4 million hours of public service, which has an equivalent monetary value of over \$28 million. These volunteers operate, manage and maintain facilities and amenities with a value of more than \$200 million. They come from a diverse population base with about one-quarter of the city's population supporting Community Associations through paid membership.

Community Associations have the potential to be on the front lines of important social, cultural, environmental and community issues. They can respond in many ways to the needs of their residents; fostering and supporting them to fully and actively engage in community and civic life. This happens through the provision of social, recreation and sports programs, through neighbourhood improvement initiatives, and through direct input into planning and traffic issues, and other public affairs. Community Associations have the potential to mobilize citizens and local resources to make a vital contribution to community life – enriching the quality of life and well being of their communities. Overall, Community Associations can provide a shared sense of citizenship and inclusion. For decades, all Calgarians have benefited from Community Associations.

Community Associations can be the anchor for community life.

Simply – What is a Community Association?

Community Associations are usually registered societies that have a general mission to improve neighbourhood life within a specific geographic region. They can take on many forms: Some cover large regions and multiple neighbourhoods while others can be small. Some have facilities and paid staff and some have none. What they all have in common is that they are volunteer run and share a common mandate to provide programs, services and communications to their residents that will improve the quality of life.

Such activities could include:

- Offer social and recreational programs for residents of all ages.
- Offer sports programs for children
- Develop and enhance community pride and spirit through hosting special events (e.g. Stampede Breakfast, Winter Carnival).

- Undertake neighbourhood improvement initiatives such as spring clean-ups, tree planting, playground development and more.
- Provide information to residents through a newsletter and/or web presence and act as a unified voice on issues affecting the community.
- Provide input into the planning and development process and foster good planning practices.

Benefits of Formally Registering as a Community Association

Community Associations have the potential of being on the front lines of every important social, cultural, environmental and community issue. They can respond in countless ways to the needs of their residents; fostering and supporting them to fully and actively engage in community and civic life, through the provision of social, recreational and sports programs, and through direct input into the City's planning process and other public affairs. Community Associations have the potential to mobilize citizens and local resources to make a vital contribution to community life – enriching the quality of life and well being of their communities. Overall, Community Associations can provide a shared sense of citizenship and inclusion. It would be difficult to find a single Calgarian who has not benefited from a Community Association.

Without a formal structure many of the benefits of community associations cannot be realized.

As a registered society, you are able to engage in fundraising events through gaming. In addition, you are also eligible to apply for some government grants to help support your programs or build amenities.

Your Community Association will be part of the existing Calgary Community Association network through the Federation of Calgary Communities. This network has the ability to be a strong force within the political sphere and being active in the network can be rewarding. You will also have the ability to advocate on issues of common concern and partner with each other on initiatives. You will have access to networking and training opportunities. In addition, you will be able to access FCC liability and board of directors insurance at reduced rates and other services through The Federation.

You will also receive formal recognition from The City of Calgary Planning Department in terms of circulation on development applications and other planning consultations. This provides your community with an important voice in the planning process.

The City encourages formal community associations to run their own programs and facilities; they see community associations as full partners in the delivery of social and recreation needs.

Take some time to generate a list of benefits to “Establishing a Community Association” within your own community. Think about what impact it could have on the residents in terms of community spirit, connectedness, capacity for collective action, and quality of life.

What is the Difference Between A Residents Association and a Community Association?

Historically in Calgary, community associations have evolved within given geographic boundaries to fulfill the role of the “community-based” organization. Today some new communities are built with a “resident’s association” first. What’s the difference?

Community associations are volunteer organizations with voluntary membership that can include any person in a neighbourhood. They are run by volunteer boards and are intended to meet the needs of their members. These needs help define the types of programs and services that community associations offer. Community association facilities are on public property and many offer programs that are open to all Calgarians. In addition, community associations can represent residents in public affairs, such as planning.. Community associations set fees that meet local needs and are affordable to their residents.

Resident’s associations are somewhat similar to condominium associations. They are established by the developer in order to maintain jointly owned amenities that are part of the initial marketing of the community. These amenities are on private property, and are typically only open to property owners. Only property owners are members of residents associations. Each property owner pays a mandatory fee, an obligation that is on the title. As a major property owner, the developer is represented on the resident association, and may control the association until the community is built-out, which could take many years. As such, resident associations do not serve a “representative” role and often choose not to offer services to the residents if they cannot fully recover costs in doing so.

To sum up, the purpose of community associations are to meet the needs of the community and they can play a representative role. They are run solely by a volunteer board and are responsive to their membership. Resident associations are created by developers to manage jointly owned property and facilities, and are responsible to the property owners.

Is There Land for the Community Association?

The answer is usually yes. You will need to work the City of Calgary Community and Neighbourhood Services to establish your Community Association and they will identify the Municipal Reserve Land set aside for your community. You will need to secure at least 200 community memberships before the City of Calgary can lease land to a Community Association. Not every community association decides to build a facility; many use the land for recreation purposes without building a hall.

Remember the more members you have the easier it will be to recruit volunteers, raise funds and host successful events. You should aim to have 20 to 30% of your community as members.

How is Land Determined?

Early in the planning and development process, land that is expected to be transformed into urban (residential) uses is conceptually planned for in policy documents called Area Structure Plans or Community Plans. Included in these policy documents are the approximate future locations of major parks, schools and community facilities. Developers then make more specific plans for the locations of roads and subdivision of property. The community association site is defined and transferred to the City at this time. Community association sites are on public land and are meant to serve the needs of the community in perpetuity.

How To Form a Community Association

General Process

1. Contact the Federation of Calgary Communities at 244-4111 and become recognized as a prospective member. There is no fee until you have established your organization (about 2 years after incorporation). Through our Member Services, we can help provide some support and guidance. We will also track other individuals who have indicated interest so that we can connect all interested parties. Don't hesitate to call – if we don't know the answer we will connect you to someone who does.
2. Liaise with other nearby community associations for their comments and suggestions. You should also be exploring the opportunity for partnerships as well as gaining their advice and wisdom on establishing and running a Community Association. The Federation of Calgary Communities can provide you with the names and phone numbers for community Presidents in your area.
3. Convene the residents in your area – try and gain some momentum and support. The people that attend should be representative of the community, coming from all areas. To get out a good group of people it may require you to do some door knocking. Remember, people will volunteer if they are personally asked. Ultimately you need volunteers, ideally at this first meeting, if there is sufficient support and interest, you should strike a Steering Committee with at least 10 to 12 residents.
4. Contact the appropriate City of Calgary, Community and Neighbourhood Services office listed below

<i>North Area</i>	– 221-3955
<i>East Area</i>	– 221-3600
<i>West Area</i>	– 221-4560
<i>South Area</i>	– 221-3550

 Community and Neighbourhood Services can assign you a Community Recreation Coordinator who can assist with:
 - writing your Bylaws and Objects (See Appendix 1-4)
 - determining your boundaries
 - developing a “Strategic Plan” for your association
5. Once you have all your documents prepared you will then be ready to register under the Societies Act with Corporate Registry in Edmonton. Visit the following website for the application form - <http://www.servicealberta.gov.ab.ca/index.cfm?fuseaction=section:charities:forms>. You can also contact them directly
 - Help Desk Telephone –For Toll Free use the Rite# 310-0000, enter (780) 427-2311, select 3rd option

This will give you non-profit status under the Corporate Registry. There is a small fee and a copy of your bylaws and objects must also be submitted for your Community Association. *(Note: A non-profit is different from a charitable organization. Charity Status is a much more difficult process obtained through Revenue Canada. A charity is able to issue a tax receipt for donations where a*

non-profit can not. Your community may want to consider this option but you do not need to have charitable status to do the work of your Community Association. If you wish to pursue charitable status, you can apply after you become a non-profit. Charitable application does require that your bylaws and objects be written differently so the pros and cons must be weighed by the members. The Federation can provide you additional information on Obtaining Charitable Status, if your community is interested).

6. Once you are a Registered Community Association you will be eligible for full membership with The Federation of Calgary Communities. The Federation can provide you with valuable resources and services including access to a group liability and board of director insurance program. Your membership is free for the first two years. Call the FCC at 244-4111 for more details and the benefits of membership.
7. Now the real work begins...these are some things that you will need to consider:
 - Create an Organizational Structure, Roles, Responsibilities, and Job Descriptions
 - Board Development – recruitment and retention
 - Fundraising and Financial Management. Often organizations must be incorporated for a certain length of time before they are eligible to apply for grants or gaming events. For this reason, new Community Associations usually start to build their fundraising base through memberships and community fundraising events. It is imperative to have policies and procedures which ensure fiscal responsibility and accountability.
 - Soliciting Community Memberships. A strong membership is important as it indicates general support for the Community Association and usually provides the first source of revenue. With more members a Community Association may be more successful in recruiting volunteers, raising funds, or even obtaining a good turnout at special events. Furthermore, at some time, the Community Association may need to have a strong membership base to qualify for some benefits. For example, the City of Calgary can lease land to a Community Association, only once they have obtained at least 200 memberships. Although a Community Association should strive to recruit as many members as possible, a successful membership drive will usually recruit approximately 30% of the households in the community.
 - Ongoing Responsibilities. Some tasks such as general meetings, production of audited financial statements, submissions to Corporate Registries and membership drives must occur annually.

What Are the Challenges?

Challenges for community associations are that they often take time to develop, to both raise enough money to build a facility (if desired), and to build and sustain a sufficient volunteer and population base to support its programs and services. Community associations also require ongoing funding to maintain services. These can be very serious challenges and should not be taken lightly.

Options should always be considered when exploring the feasibility of establishing and sustaining a vibrant Community Association. Merging with an existing Community Association can have a number of benefits to both communities as they will have a larger population to draw upon for membership and volunteers. You may also consider partnering with a homeowners or residents associations – when there is only one Residents Association for the same geographical area, it might be strategic to align your organizations or form a strategic partnership.

About The Federation of Calgary Communities

The Federation of Calgary Communities is an umbrella organization for 138 Calgary and area Community Associations. We also support more than 40 service member organizations that include small area non-profits. The Federation is a registered not-for-profit society that directly provides capacity building support and guidance to our members.

Currently 94% of Calgary Community Associations are Federation members. In addition, The Federation is continually receiving requests to support smaller Calgary area non-profits who currently have little or no access to organization development resources and services, like subsidized audits. All of our member organizations are volunteer driven non-profits, each with varying degrees of non-profit management skills and experiences. The Federation exists to provide organization development, financial management and community planning support to our members, and to provide a representative voice on issues important to building, supporting and maintaining community life.

We are a valued community capacity building organization. We are The Federation of Calgary Communities.

Please feel free to call us at 244-4111 or visit our website. We can assist your Community Association in the following areas (see Appendix 5 for additional details):

- 1) Accounting and Audit Services
- 2) Planning Services (Urban Planning and Development Issues)
- 3) Member Services – Capacity building for your organization

Improving Neighbourhood Life in Calgary

Appendix 1

Sample Bylaws

<Add name of the Association> COMMUNITY ASSOCIATION BY-LAWS

Note: Have bolded all cross-references for ease of editing by users. The text used in the small boxed text is that of Chinook Park, Kelvin Grove/Eagle Ridge CA By-laws and are only suggestions.)

ARTICLE 1 PREAMBLE

- 1.1 The name of the society is the **(Add name)** Community Association hereinafter referred to as “the Association”. The Association is incorporated under the Societies Act.
- 1.2 The boundaries of the Association, are that geographical area comprising the municipality described and known as <Add necessary detail> , being generally bounded on the north by _____, on the east by _____, on the south by _____ and on the west by _____.

Note: It is recommended that the Community Association boundaries match the defined boundaries of the city district.

- 1.3 This document sets forth the By-laws for the Association, and shall regulate the business and affairs of the Association.

ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these By-laws, the following words shall have these meanings:

- 2.1.1 “**Act**” means the *Societies Act*, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated thereunder that is in effect from time to time.
- 2.1.2 “**Adult**” means any person of legal voting age.
- 2.1.3 “**Affiliated Organization**” means an organization with which the Association is affiliated under clause **6.8** that serves the needs of the Members, the Community and the Community at Large.
- 2.1.4 “**Ancillary Group**” means a group with which the Association is associated under clause **6.7** that serves a special interest or need of the residents of the Community.
- 2.1.5 “**Annual General Meeting**” means the annual meeting of the Members described in clause **4.2**.
- 2.1.6 “**Associate Member**” means any Adult or Family residing outside the established boundaries of the Association who has purchased a Membership that has the rights and limitations described in clause **3.5**.
- 2.1.7 “**Board**” means the board of directors of the Association.

- 2.1.8 “**By-laws**” means this document, as amended from time to time.
- 2.1.9 “**Chairperson**” means, with respect to a meeting of the Association or the Board, the President of the Association or, in the absence of the President, the Vice-President of the Association or, in the absence of the President and the Vice-President, the Secretary of the Association or such other member of the Board as may be designated by the Majority Vote of the Board for that meeting.
- 2.1.10 “**Community**” means the development municipally known as ____.
- 2.1.11 “**Community at Large**” means persons residing outside the boundaries of the Association with whom the Association may have cause to interact.
- 2.1.12 “**Director**” means a Member elected or appointed to the Board.
- 2.1.13 “**Executive**” means the executive committee of the Board, being the President, the Vice-President, the Secretary and the Treasurer.

(Note: Need to modify if a First and Second VP, with consequential changes to clause 6.5.)

- 2.1.14 “**Facility**” means the building that comprises the community centre of the Association and the associated recreational facilities.
- 2.1.15 “**Family**” means up to two registered Adults and any number of children under the age of 18 living in the same residence.
- 2.1.16 “**Fiscal Year**” means the twelve month period commencing on ____^{1st} of a year and ending on ____ of the following year.

(Note: Ensure that there is at least 5 months between fiscal year end and AGM)

- 2.1.17 “**General Meeting**” means an Annual General Meeting or a Special General Meeting, as applicable.
- 2.1.18 “**Legally Related**” means any two or more persons associated through birth, adoption, marriage or common-law agreement.
- 2.1.19 “**Life Member**” means any resident of the Community to whom the Board has granted a Membership described in clause 3.3 because of that resident’s long and dedicated service or outstanding contribution to the Association, the Community or the Community at Large.
- 2.1.20 “**Majority Vote**” means more than 50% of the votes cast by Voting Members or Directors eligible to vote who are present at the applicable meeting of the Association or the Board respectively, except as otherwise noted in these By-laws.
- 2.1.21 “**Member**” means a Regular Member, a Life Member or an Associate Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.
- 2.1.22 “**Officer**” means a Director who is a member of the Executive.
- 2.1.23 “**Policies and Procedures**” means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association and the Facility, which rules and practices may elaborate on, but not be inconsistent with, these By-laws.
- 2.1.24 “**Proper Notice**” means notice given in writing, by letter or by publication in the Community newsletter, not less than ten days prior to a General Meeting, stating the intention or purpose of the meeting, and delivered to the last recorded address of the member, which

notice is deemed to be given when delivered to a household or a post office, or when published in a Community newsletter.

2.1.25 “**Regular Member**” means a Membership purchased by any Adult or Family residing within the established boundaries of the Association that provides the rights described in clause 3.2.

2.1.26 “**Special General Meeting**” means a special meeting of the Members described in clause 4.3.

2.1.27 “**Special Resolution**” means a resolution passed:

- a) at a Special General Meeting or Annual General Meeting of which at least twenty-one days’ notice has been duly given, specifying the intention to propose a resolution substantially in the form of the resolution presented in that notice as a Special Resolution; and
- b) by a majority of not less than 75% of the votes cast by those Voting Members as are present at that meeting.

2.1.28 “**Voting Member**” means a Member who is a Regular Member or a Life Member, as applicable.

2.2 **Interpretation**

2.2.1 In these By-laws:

- a) the singular shall include the plural, and the plural shall include the singular;
- b) the word “person” shall include corporations and associations;
- c) the masculine shall include the feminine and vice versa;
- d) a capitalized derivative of a defined term shall have a corresponding meaning;
- e) any reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting; and
- f) any reference to any statute or any section thereof shall be deemed to extend and apply to any amendment to such statute or section, as the case may be.

ARTICLE 3 MEMBERSHIP

3.1 **Categories of Members**

3.1.1 There are four types of Membership in the Association, being:

- a) Regular Members;
- b) Life Members; and
- c) Associate Members.

3.2 **Regular Members**

- 3.2.1 A Regular Membership may be obtained by an individual or by a Family, and a Membership obtained by a Family shall entitle each of up to two Adult members of the Family to be registered as Members. A Regular Membership entitles a Member to:
- a) participate in any and all programs of the Association if eligibility and space allow;
 - b) access to the activities of the Association and the use of the Facility for a discounted fee relative to persons who are not Members;
 - c) the right to audit meetings of the Board, subject to clause 4.1.2;
 - d) the right to participate and vote at any duly constituted General Meeting; and
 - e) stand for nomination or appointment as a Director, provided that any such Regular Member must have paid the applicable Membership fee and be registered with the Director responsible for Membership a minimum of thirty days prior to that meeting, nomination or appointment.

3.3 **Life Members**

- 3.3.1 A Life Member shall not be required to pay annual Membership fees to maintain a Life Membership in good standing, but the retention of a Life Membership is subject to clause 3.8. A Life Member has the same rights and privileges with respect to the Association as those held by a Regular Member.

3.4 **Associate Member**

- 3.4.1 An Associate Member may not vote in an election and any other determination at a General Meeting, and may not seek or hold office in the Association, but otherwise has the same rights as a Regular Member.

3.5 **Membership Fees and Register**

- 3.5.1 The annual Membership fees shall be determined by a Majority Vote at a General Meeting from time to time, and the Membership fees most recently so determined shall continue to apply until there is a determination at a General Meeting to amend those Membership fees.

- 3.5.2 A register of Members shall be kept current and confidential at the office of the Association, subject to clause 7.5.

3.6 **Termination of Membership**

- 3.6.1 Except for Life Memberships, each Membership shall automatically terminate on the ___ day of ___ of each year.

- 3.6.2 Any Regular Member or Associate Member whose Membership terminates may renew that Membership at any time thereafter, subject to clause 3.8.

- 3.6.3 Any Member may terminate a Membership at any time by giving the Association notice in writing, but there shall be no reimbursement of Membership fees previously paid.

3.7 **Suspension and Expulsion of Members**

- 3.7.1 The Board may, upon receiving a formal substantiated complaint, suspend or expel any Member from the Association for one or more of the following reasons:

- a) the Member has failed to abide by the requirements of these By-laws;

- b) the Member has disrupted meetings or functions of the Association; or
- c) the actions or omissions of the Member have harmed the Association.

Subject to the remainder of this clause **3.7**, the Board may, by a majority of two-thirds of those votes cast by the Directors present at any meeting of the Board, suspend or expel any Member from the Association.

- 3.7.2 The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member under this clause **3.7**:
- a) the Board shall serve written notice to that Member of the Board's intention to consider the potential suspension or expulsion of that Member at least fourteen days prior to the meeting of the Board at which that matter is to be determined;
 - b) that notice shall include the reasons why the Board is considering the potential suspension or expulsion of that Member from the Association; and
 - c) that notice shall either be sent by single registered mail to the last known address of that Member shown in the records of the Association or delivered by two Officer to that address.
- 3.7.3 A Member being considered for suspension or expulsion from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by another person if the Member attends that meeting of the Board.
- 3.7.4 Except to the extent otherwise provided in the preceding portion of this clause **3.7**, the Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board may exclude the Member from its final discussion of the matter, including the vote on the matter.
- 3.7.5 There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member.

(Note: Discuss in Family membership; if one of the Adult members is expelled does that mean the other Adult and children are ineligible for programs/service, and privileges.)

- 3.7.6 Any Regular Member or Associate Member whose Membership has been suspended shall be eligible to renew the Membership at any time after the ___ day of ___ next following that suspension.

(Note: Use same date as in clause 3.7.1.)

- 3.7.7 Any Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at any General Meeting, if that reinstatement:
- a) is included on the agenda for that General Meeting; and
 - b) has been approved by a majority of two-thirds of those votes cast by Voting Members who are present at that meeting.

3.8 Change of Address of Member

- 3.8.1 Each Member shall give notice to the Association in a timely manner of any change of that Member's address. A Regular Member shall automatically become an Associate Member when the registered Member moves outside the boundaries of the Association. An

Associate Member shall automatically become a Regular Member when the registered member moves inside the boundaries of the Association. If only one registered Adult Member of a Family changes address, the Membership shall be deemed to belong to the Member remaining at the residence or in the community.

ARTICLE 4 MEETINGS**4.1 Attendance at Meetings**

4.1.1 Each General Meeting of the Association shall be open to the public, except that all or part of any meeting may be closed to attendees other than Members by a Majority Vote.

4.1.2 Each meeting of the Board shall be open to any Member, except that all or part of any meeting may be closed by a two-thirds majority of the votes cast by the Directors present at that meeting. Regular Members attending the meeting are non voting and require invitation by the Board to speak.

4.2 Annual General Meeting of the Membership

4.2.1 The Board of Directors shall convene an Annual General Meeting of the Membership on or before ___ of each year.

4.2.2 The business of the Annual General Meeting shall include:

- a) the President's report of the year's activities, including a review of the significant initiatives pursued by the Board and performance relative to the budget for the preceding Fiscal Year;
- b) the Treasurer's report and the audited financial statements of the Association for the preceding Fiscal Year, of which sufficient copies are to be available for examination and viewing of the Members present;
- c) the appointment of auditors for the upcoming Fiscal Year, subject to clause **7.2.6**;
- d) any other business of the Association, except that no vote shall be taken on any matter requiring notice of a Special Resolution unless such notice has been given in the manner required in these By-laws.
- e) the election of Directors and the President, as applicable; and

4.2.3 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.

4.3 Special General Meeting

4.3.1 A Special General Meeting of the Members may be called from time to time as circumstances shall require or dictate, if:

- a) the Board sees fit to call such meeting;
- b) a matter is being proposed for determination by a Special Resolution; or
- c) the President receives a request in writing signed by not less than twenty four (24) the registered Voting Members, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.

(Note: The number should be reasonably manageable in relationship to the Memberships.)

The Board will convene a meeting within a maximum of thirty days of receipt of a request described in Paragraph (c) of this clause. However, the Board shall not be required to proceed with that meeting, in whole or in part, if fewer than two-thirds of those Voting Members who signed that request are present in the quorum for the meeting.

4.4 Board Meeting

4.4.1 The Directors shall meet within ten days after each Annual General Meeting to form the Board and elect its Officers, provided that the election contemplated in this clause shall not apply if the Directors have been elected to specific positions on the Board at a General Meeting.

4.4.2 The Board of Directors shall meet at least ten times each year at a regular scheduled date and time determined by the Directors. Each such meeting shall be held at a location the office of the Association, unless otherwise designated by the President.

4.4.3 Additional meetings of the Board may be called at any time upon the instructions of the President.

4.4.4 A special meeting of the Board shall be called by the President within ten days after the President's receipt of written request to such effect, stating in full the object and purpose of the meeting. For the called meeting to be conducted, two-thirds of those Members who signed the request must be present for that meeting. That written request must be duly signed by:

- a) at least three Directors; or
- b) at least twenty-four Voting Members.

4.5 Committee Meeting

4.5.1 The members of all duly appointed and standing committees of the Board shall meet from time to time, or any time at:

- a) the discretion of the chairperson of each such committee; or
- b) the call of the Directors.

4.6 Notice of Meetings

4.6.1 Proper Notice shall be given to all Voting Members for any General Meeting.

4.6.2 Notice for any additional Board meeting shall be in any form decided by the President and in the case of a committee meeting, by the chairperson, not less than three days prior to such meeting.

4.6.3 For the purpose of sending notice to any Member or Director for any meeting or otherwise, the address or phone number of any Member shall be the last address or phone number recorded on the books of the Association, provided that notice to a Director from the President or another Director may also be served to the e-mail address designated by that Director, if any.

4.6.4 No error or omission in giving notice of any General Meeting or any meeting of the Board, including any General Meeting rescheduled under clause 4.8.2, shall invalidate the meeting or make void any proceedings of the meeting, provided that this Clause shall not alter the notice requirements of these By-laws pertaining to a Special Resolution.

- 4.6.5 Any Voting Member may at any time waive notice of any such meeting, except notice of Special Resolution, and may ratify any and all proceedings of the meeting.

4.7 **Agenda**

4.7.1 The Agenda for any General Meeting shall be attached or included in the notice of such meeting, including a resolution substantially in the form of any resolution that is to be presented as a Special Resolution at that General Meeting.

4.7.2 Only the matter(s) as set out in the notice of meeting shall be considered at any General Meeting.

4.8 **Quorum for General Meetings and Board Meetings**

4.8.1 A quorum for the transaction of business at any General Meeting shall be ___ Directors and ___ Voting Members, other than Directors.

4.8.2 If there is no quorum at a General Meeting within thirty minutes from the time appointed for that meeting, and provided that a minimum of one Officer and ten Voting Members, other than Board Members, are in attendance:

- a) the Chairperson shall, at his discretion and prior to terminating the original meeting, fix a date, time and place to hold another meeting, and any business may be dealt with at the rescheduled meeting if a quorum is present (or deemed to be present hereunder) at that rescheduled meeting, provided that the notice requirements specified in these By-laws for a Special Resolution must be complied with if a Special Resolution is proposed for sanction at that rescheduled General Meeting; and
- b) if there is no quorum at the rescheduled General Meeting conducted under the preceding Paragraph within thirty minutes from the time appointed for that meeting, those Voting Members present shall be deemed to be a legal quorum, and that meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

4.8.3 The quorum for the transaction of business at any Board meeting shall be six Directors. If there is no quorum present at such meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting.

(Note: No actions can be taken on resolutions until ratified)

4.9 **Voting**

4.9.1 Except for the Chairperson, each Adult Voting Member registered with the Association shall have one vote at any General Meeting, and where elected or appointed to the Board, at any meeting of the Board.

4.9.2 The Chairperson may only vote to break a tie with the exception of a decision by ballot, in which case the Chairperson has only one vote and not a casting vote.

4.9.3 At all meetings of the Association, whether a General Meeting or a meeting of the Board, every question to be determined shall be decided by a Majority Vote, unless otherwise required by these By-laws, or by the Act.

4.9.4 A declaration by the Chairperson that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association, shall, in the absence of dispute at the time about the declaration, be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

4.9.5 Voting shall be by show of hands unless a poll is demanded by a minimum of five Voting Members. If not by acclamation, elections will be done by ballot.

- 4.9.6 If a poll is demanded and not withdrawn, the poll shall be taken in such manner as the Chairperson shall direct.
- 4.9.7 No Member may vote by proxy with respect to any election or other determination being made at any General Meeting.
- 4.9.8 Any Director may vote on a matter being determined at a meeting of the Board by fax, e-mail or notice delivered to the President before that meeting if the matter shall be submitted to the Directors in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter.

Note: This needs to be considered carefully, as the individual would be absent for the discussion. Some communities have the practice to ensure absent Board members have a say. See clause 4.9.9a)

- 4.9.9 Notwithstanding any other provision of these By-laws, the Board may determine any matter within its powers without a meeting on the following basis:
- a) the matter shall be submitted to the Directors, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter;
 - b) each Director shall cast a vote with respect to that resolution within three days after delivery of that notice or by such later date as is specified in that notice;
 - c) any such vote shall be binding on the Board as if it had been conducted at a meeting of the Board unless a Director objects, by notice to the President and Secretary not later than two days following receipt of that notice, to that matter being determined without a meeting of the Board.
 - d) A resolution in writing signed by all of the Directors personally shall be valid and effective as if it had been **passed** at a duly constituted meeting of the Board.

The President shall promptly notify the Directors of the result of any vote by notice under this clause following the expiry of the applicable response period, and the results of any such vote conducted by notice shall be included in the minutes for the next meeting of the Board.

If there is an objection under Paragraph (c) of this clause to the determination of a matter without a meeting, the President shall promptly convene a meeting of the Board to deal with that matter, and all votes cast by the other Directors by notice with respect to that matter shall be void.

4.10 **Minutes**

- 4.10.1 Minutes shall be taken and recorded at each General Meeting and each Board meeting. The original copy of the minutes shall be filed at the office of the Association.

4.11 **Adjournment**

- 4.11.1 Any meeting may be adjourned to a specified date and time with a Majority Vote.
- 4.11.2 The adjourned meeting shall conduct only the unfinished business from the original meeting, provided that no adjourned meeting shall determine any matter requiring sanction through a Special Resolution unless the notice requirements specified in these By-laws for a Special Resolution are complied with for that adjourned meeting.
- 4.11.3 Subject to clauses 4.11.1 and 4.11.2, no notice is required for the adjourned meeting.

ARTICLE 5 ELECTION OF DIRECTORS

5.1 Number of Directors

5.1.1 The Board of Directors shall consist of not fewer than ___ and not more than ___ Voting Members, and shall be elected on the basis prescribed under this Article 5 by those Voting Members as are present at the Annual General Meeting.

5.2 Nominations

5.2.1 The nominating committee, at the applicable time, shall solicit and present a list of nominated candidates for election to the Board.

5.2.2 Further nominations for the Board may be made by any Voting Member from those Voting Members also present at the Annual Meeting.

(Note: Many organizations have a date for Close of Nominations prior to the Annual General Meeting. Nominations from the floor or that come in after the Close of Nominations are taken to the Nominating Committee for Board appointment to the Board of Directors should there be a vacancy.)

5.3 Elections by Plurality Vote

5.3.1 Insofar as an election is not by acclamation, the outcome of the elections shall be determined by a plurality vote, such that the Voting Member who receives the most votes is elected to the applicable position on the Board to which that election pertains or those Voting Members receiving the most votes are elected to the corresponding number of positions on the Board, as applicable.

5.4 Term and Limitations on Successive Terms

Note: Some Associations may prefer to include staggered terms for Directors. See the notes on this in the Appendix.

5.4.1 Subject to clauses 5.4.2 and 6.3, the Directors so elected and appointed shall form the Board and each such Director shall hold office until the next Annual General Meeting.

5.4.2 No Voting Member may be elected or appointed as an Officer for more than six years in succession without a Special Resolution of the Membership. Subject to clause 6.3.6, a Member shall be eligible to serve again as an Officer following an absence from the Executive of one year.

ARTICLE 6 GOVERNANCE

6.1 Board of Directors

Note: Some Boards may choose to formalize the role of the Past-President beyond the flexible approach outlined in 6.2.1(p).

6.1.1 Each Director shall be a Voting Member of the Association at the time of election or appointment and throughout the Director's term as a Director. A Director cannot be an employee of the Association.

6.1.2 If fewer than __(Maximum number from 5.1.1.) members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Voting Members to the Board, to the maximum of __, upon two-thirds majority of the votes cast by the Directors present at any duly constituted Board meeting.

6.1.3 Vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a quorum of Directors remains in office, in which case each such vacancy shall be filled at the next Annual General Meeting. However, if there is not a quorum of Directors, the remaining Directors shall promptly call a Special General Meeting to fill the vacancies. Any vacancy on the Board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under clause 5.3 and 5.4 shall again apply to that position on the Board.

6.1.4 Subject to clause 6.1.4 and 7.6, the Directors of the Board shall serve without remuneration, and no Director shall directly or indirectly receive any profit for acting as a Director, provided that a Director may be paid reasonable expenses incurred by the Director in the performance of the applicable Board duties.

6.1.5 No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the Association, the Board or, if applicable, the Association's staff without prior approval of that commitment at a duly constituted meeting of the Board.

6.2 Powers and Duties of the Board

6.2.1 The Board shall have and exercise all the powers of the Association as fully and completely as the Association could at a General Meeting, subject always, however, to the provisions of these By-laws, and the Act. Subject to the foregoing, the powers and duties of the Directors shall include (but not be limited to):

- a) promoting the objects of the Association;
- b) promoting Membership in the Association;
- c) issuing Memberships in the Association, including the granting of Life Memberships and collecting the associated Membership fees;
- d) holding meetings as herein set forth;
- e) maintaining and protecting the assets and property of the Association;
- f) making Policies and Procedures from time to time for the operation of the Association and the Facility, with such Policies and Procedures being recorded in an organized manner in the Association's records;
- g) approving an annual budget for the Association, subject to clause 7.2;
- h) paying all expenses and receiving all revenues respecting the operation and management of the Association;
- i) undertaking, through whatever means the Board determines is advisable, to further the financial position of the Association, including fundraising activities, and to make whatever expenditures as are necessary to carry out its activities;
- j) appointing Officers, if the Directors have not been elected to specific positions on the Board at a General Meeting, appointing agents, and authorizing the employment of such persons as the Board deems necessary to carry out the Objects of the Association, provided that such Officers, agents and employees shall have the authority and shall perform the duties as may be assigned by the Board;

(Note: Some Associations with complex operating activities (i.e., large rental facility, indoor rink) may require a hired Executive Director and a number of employees. Those

Associations would need to add additional provisions to address their particular circumstances.)

- k) ensuring that all books and records of the Association required to be created and maintained by these By-laws, by the Act, by any other applicable statute or law are regularly and properly kept, including an updated register of Members;
- l) ensuring that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained
- m) causing minutes to be kept of each General Meeting and each meeting of the Board;
- n) managing, selling, leasing, disposing of or otherwise dealing with the property of the Association, and entering into contracts on behalf of the Association;
- o) filing such returns, reports and other materials as are required to be submitted under the Act, other statutes or laws; and
- p) having the authority to appoint a Past President to serve in an advisory capacity and to provide continuity to the Board, provided that the Past President shall be a non-voting member of the Board and shall perform such duties as may be assigned by the Board.

6.3 Removal of a Director

6.3.1 Notwithstanding clause 5.4, a Director shall be automatically removed from office who:

- a) resigns by giving notice in writing; or
- b) is absent from more than ____ meetings of the Board, if the Board determines, by Majority Vote, that such Director is to be removed from the Board.

6.3.2 Subject to the other provisions of this clause 6.3 Board shall have the power by two-thirds majority of the votes cast by the Directors present at the applicable Board meeting to remove any Director from office:

- a) who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board;
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; or
- c) who willfully breaches these By-laws, and Policies of the Association.

6.3.3 No Director shall be removed from office without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Special Board meeting called for that purpose. That Director may be accompanied by another person if the Director attends that meeting of the Board.

6.3.4 A Director whose removal from office has been recommended shall be notified of the proposed removal and the basis thereof at least ten days prior to the called meeting of the

Board, and shall be automatically suspended from office until the resolution is dealt with at that meeting. That notice shall either be sent by single registered mail to the last known address of that Director shown in the records of the Association or delivered by two Officers to that address.

6.3.5 The resolution as decided by the Board is final, subject to clause 4.3.1(c).

(Note: Often the determination of the resolution is greater than a majority of 50%, often decided by a 2/3 majority.)

6.3.6 Any Director removed from office shall not be eligible to stand for election or appointment to the Board for a period of two years from the date of removal.

6.4 **Officers of the Board**

6.4.1 Except insofar as the Directors have been elected to specific positions on the Board at an Annual General Meeting, the Directors shall elect, by Majority Vote, the Officers, and the Board shall appoint, from amongst the members of the Board, whatever additional members of the Executive Committee may be required. The Board may appoint any vacant office as required to complete the term from amongst the members of the Board.

6.4.2 The Officers of the Association shall consist of the President, Vice-President, Secretary and Treasurer.

6.4.3 Subject to clause 7.4.3, no person may hold the same position as an Officer for more than three one-year terms in succession.

6.4.4 Two or more persons who are Legally Related may not be Officers at the same time.

6.5 **Duties of the Officers**

6.5.1 The President shall:

- a) be responsible for the general supervision of the Association;
- 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 such other member of the Board as is reasonably appropriate in the particular circumstances;
- d) be the principal signing authority on all contracts, official documents and correspondence of the Association, and a designated signing authority on all bank accounts of the Association;
- e) with the Secretary, authenticate the official use of the seal of the Association;
- f) be an ex-officio member of all committees of the Board;

- g) be a member of the Executive and the Board; and
- h) carry out other duties pertaining to such office, and such other duties as may be assigned by the Board.

6.5.2 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 member of the Executive and the Board;
- d) be a designated signing authority on all bank accounts of the Association and, with the Secretary, on all contracts to be entered into on behalf of the Association in the absence of the President or at the direction of the President;
- e) with the Secretary, authenticate the official use of the seal of the Association in the absence of the President or at the direction of the President;
- f) chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances; and
- g) carry out such other duties as may be assigned by the Board.

6.5.3 The Secretary shall:

- a) attend each General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
- b) be in charge of all correspondence of the Association under the direction of the President and the Board;
- c) file the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
- d) ensure that a record of names and addresses of all Members is kept by the Director responsible for Membership, and cause all notices of various meetings to be sent as required under these By-laws;
- e) ensure that all records of the Association, other than financial records, are properly maintained, including these By-laws and the Policies and Procedures;
- f) keep and ensure the security of the seal of the Association;

- g) with the President or the Vice-President, as applicable, authenticate the use of the seal of the Association;
- h) be a member of the Executive and the Board;
- i) be a designated signing authority on all bank accounts of the Association and, with the President or Vice-President, all contracts to be entered into on behalf of the Association; and
- j) carry out such other duties as may be assigned by the Board.

6.5.4 The 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 of those monies;
- b) disburse the funds of the Association under the direction of the Board and in compliance with these By-laws, and the Act;
- c) be responsible for the care, custody, control and maintenance of the finances and financial records of the Association;
- d) provide a monthly report of: revenues, expenditures, investments, amounts due and owing to the Association for more than thirty days after the date that such amounts were due to be paid, and be able to advise the Board at any time of the financial position of the Association;
- e) ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting;
- f) be a member of the Executive and the Board;
- g) be a designated signing authority for all bank accounts of the Association and, in the absence of the President and the Vice-President or at the direction of the President, all contracts to be entered into on behalf of the Association;
- h) chair any finance committee created as a standing committee by the Board; and
- i) carry out such other duties as may be assigned by the Board.

6.6 **Other Committees**

- 6.6.1 The Board may appoint standing or ad hoc committees to assist the Board in its decisions, including such committees as a finance committee, a fundraising committee, a committee to assess traffic issues affecting the Community, a committee to assess land use planning and development affecting the Community, a social committee, a sports committee and a nominating committee.

6.6.2 The Membership committee shall be a standing committee. It shall be responsible for the implementation of the annual Membership recruitment effort and maintenance of the register of Members.

6.6.3 Subject to clause 5.2 the Nominating Committee shall be a standing committee. It shall be responsible for the recruitment of appropriate candidates for presentation to the Membership for election.

6.6.4 The chairperson of any committee shall be a Director of the Board.

6.7 Ancillary Group

6.7.1 From time to time, or as needed to further the Objects of the Association, the Board may authorize the sponsorship or support of an Ancillary Group.

6.7.2 An Ancillary Group so sponsored shall have the powers necessary to carry out its purpose, not exceeding the powers of the Association.

6.7.3 Each such Ancillary Group shall have a Director appointed by the Board to function as its liaison.

6.7.4 If an Ancillary Group is determined by the Board, at any time, to be functioning outside its mandate, the Objects of the Association or these By-laws, the Board, by a two-thirds majority of votes cast, shall terminate the sponsorship or support of that Ancillary Group.

6.8 Affiliated Organization

6.8.1 Upon approval of the Board, the Association may affiliate with any other organization. All positions taken by the Affiliated Organization, which in any manner are designed to represent the Association, shall be presented to the Board for approval or disapproval.

6.8.2 If an Affiliated Organization is determined by the Board, at any time, to be representing the Association without its approval, the Board, by a two-thirds majority of votes cast, shall terminate the affiliation.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Registered Office

7.1.1 The office of the Association shall be located within the City of Calgary.

7.2 Finance and Audit

7.2.1 The Officers designated under these By-laws shall be the signing authorities on the Association's bank accounts. Two signatures of Officers are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise

authorized by them. However, any cheque payable to a Director or to a person with whom a Director is Legally Related shall not be signed by that Director.

- 7.2.2 Acceptance and approval of the budget is approval of any expenditure therein.
- 7.2.3 Subject to clause **7.2.5**, approval by a simple majority of the Board is required for:
- a) any single expenditure not included in the approved budget that exceeds \$__.00; and
 - b) any single expenditure included in the approved budget that is anticipated to be over-expended by the greater of \$__.00 or __% of the amount included in the approved budget for that expenditure.
- 7.2.4 Subject to clause **7.2.5**, the Association may not make any single expenditure anticipated to exceed \$_,000.00 without specific authorization through a Special Resolution.
- 7.2.5 Notwithstanding clauses **7.2.3** and **7.2.4**, the Board may proceed with an expenditure for which approval is required under those Clauses insofar as the expenditure is required in an emergency situation to protect the Facility, provided that such expenditure is then ratified as soon as is feasible under clause **7.2.3** or **7.2.4**, as applicable.
- 7.2.6 The books, accounts and records of the Association shall be audited annually by a duly qualified accountant or by two Voting Members elected for that purpose at the Annual General Meeting, provided that there is no requirement that such a Voting Member be a duly qualified accountant. The Board will determine any remuneration for such services in the discretion of the Board acting reasonably. However, any such auditor or Voting Member may not be:
- a) a Director;
 - b) a Legally Related Person to a Director; or
 - c) any person who is a business partner or employee of a Director.
- 7.2.7 The audit report contemplated in clause **7.2.6** shall provide a complete and proper statement of the standing of the books for the preceding Fiscal Year. It shall include:
- a) a statement of whether the auditor has had access to the information required to prepare the audit report;
 - b) a statement of whether the balance sheet and income statement provide an appropriate representation of the financial affairs of the Association; and
 - c) a clear identification of any exceptions discovered during the conduct of the audit.
- 7.2.8 The Association may not borrow any funds totaling in excess of \$_,000.00 without specific authorization through a Special Resolution. The Board may borrow funds not exceeding in total that amount if the Board, by two-thirds majority of the votes cast by the Directors present at the applicable Board meeting, has approved: (i) that financing; (ii) the purpose for

which the funds will be used; and (iii) a plan whereby that loan will be paid in full within ninety days after the receipt of the funds.

7.3 Seal

7.3.1 The seal of the Association shall be retained by the Secretary and, whenever officially used, shall be authenticated by the President or, in the President's absence, the Vice-President and the Secretary.

7.4 Minute Book

7.4.1 The Secretary or other Officer directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the minutes of all proceedings of all General Meetings and meetings of the Board.

7.4.2 The Minute Book shall contain the following information:

- a) a copy of the Certificate of Incorporation of the Association;
- b) a copy of the Objects of the Association and any Special Resolution altering the Objects;
- c) a copy of the By-laws of the Association and any Special Resolution altering the By-laws;
- d) a copy of the Policies and Procedures;
- e) a copy of the Calgary Lease/Licence Agreement and other formal agreements ;
- f) a copy of originals 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; and
- h) a copy of each other document directed by the Board to be inserted into the Minute Book.

7.5 Inspection of the Books

7.5.1 Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the books and records of the Association may be inspected by any Voting Member at any time at the registered office of the Association on the basis set forth in this clause **7.5**.

7.5.2 Any Voting Member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the President or Secretary.

7.5.3 All financial records of the Association are open for inspection by the Members.

7.5.4 Other records of the Association are open for inspection, except for records that the Board designates as confidential.

7.5.5 Each Director shall at all times have access to such books and records.

7.6 Liability and Indemnification

7.6.1 Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Association (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and
- b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this Clause.

7.6.2 No Director shall be liable for the acts or omissions of any other Director or employee of the Association, or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.

7.6.3 Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

7.6.4 No Member shall be liable in the Member's individual capacity for any debt or liability of the Association.

ARTICLE 8 AMENDMENTS

8.1 These By-laws shall not be rescinded, altered or added to except by Special Resolution passed at a General Meeting.

- 8.2 If there is any conflict between the Act and any part of these By-laws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these By-laws to the extent necessary to remedy that conflict without any action on the part of the Association.
- 8.3 Any question of procedure not provided for in these By-laws or the Act shall be decided upon by the Board of Directors.

ARTICLE 9 RULES OF ORDER

- 9.1 Insofar as they are not inconsistent with these By-laws or any special rules of order of the Association, parliamentary procedures respecting the management of meetings conducted under these By-laws shall be governed by the then current edition of Roberts Rules of Order-Newly Revised.

ARTICLE 10 DISSOLUTION

- 10.1 The Association may not pay any dividends or distribute its property among its Members.
- 10.2 The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association
- 10.3 At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.
- 10.4 If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall become the property of the City of Calgary.

Appendix 2

OBJECTS

Note: The objects should be customized for the particular Community Association. Any amendment to the registered Objects would require Special Resolution and filing with Alberta Registry with a fee of \$50.00. The registered Objects can be requested through any Alberta Registry Office. For inquiries, call Alberta Registry through the rite line at 310-0000 and 427-2311. It is suggested that the registered Objects of the Association be attached as a separate document to the Bylaws.

The Objects of the Association are:

- a) to promote and foster Community spirit and better relations among the residents of the Community and with the Community at Large;
- b) to facilitate the recreational, cultural, social, athletic and educational activities of the residents of the Community;
- c) to maintain and operate a centre for the various activities of the residents of the Community and a meeting place for the consideration and discussion of questions affecting the Community, the Association and, as applicable, the Community at Large;
- d) to purchase, lease or otherwise acquire or hold lands and buildings or any interest therein for the purpose of giving effect to the objects of the Association; and
- e) *otherwise generally to serve and promote the interests of the Community as appropriate.*

There is a set of objects that will allow your community association to become a registered charity if you wish to do so. Please contact The Federation at 244-4111 for additional resources.

Appendix 3

STAGGERED TERMS FOR DIRECTORS

- Some Associations may prefer to include staggered terms for Directors. The major advantages of staggered terms are continuity in the composition of the Board and the management of the Association and protection against the removal of an entire Board at an AGM by a special interest group. The potential disadvantages are the presumed level of required commitment from volunteers and the potential perception that this is a barrier to community participation.
- The sample provisions that follow are one possible way to address the mechanism, where any Association considering the use of staggered terms should structure a provision that meets the specific expectations and needs of the Association. This particular provision assumes that the President will always be elected for a single year and that any Director-at-Large positions will also be for a single year term. The latter reflects the likelihood that many of the Directors-at-Large will choose to offer for a specific portfolio in subsequent years, as well as the practical realization that the number of these positions can vary from year to year.
- Staggered terms work best in the governance model in which the election doesn't pertain to the specific position (i.e., an election for a collection of Directors for which specific portfolios will subsequently be determined by the Board). In addition, the ability to implement this type of model requires the Board to agree which positions will initially be two year positions and which will initially have a one year term.
- Some Associations may also wish to consider another modification whereby a candidate for President must have previously served as an Officer, or, in the alternative, as a Director.

6.4 Term and Limitations on Successive Terms

- 6.4.1 Subject to clauses **6.4.2**, **6.4.3** and **7.3**, the Directors so elected and appointed shall form the Board and, other than for the President and any Director-at-Large, each such Director shall hold office for two years after such election until the next Annual General Meeting at which that position is scheduled to be filled by election.
- 6.4.2 The Members shall elect the President and any Directors-at-Large at each Annual General Meeting. At the first Annual General Meeting after these By-laws come into effect, the Members shall elect the following Directors:
- a) ___ Officers (other than the President) and ___ other Directors for positions other than Director-at-Large, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting; and
 - b) ___ Officers (other than the President and the Officers elected in the preceding Paragraph) and ___ other Directors (other than as elected in the preceding Paragraph and any Directors-at-Large), each serving a term that ends at the close of the first Annual General Meeting next following the Annual General Meeting at which they were elected.

(Blanks in (a) and (b) would be about half the specific portfolio positions on the Board.)

At each succeeding Annual General Meeting following the expiry of the terms prescribed by Paragraphs **(a)** and **(b)** of this Clause, the election of the Officers and Directors described in those Paragraphs shall be for a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which those Officers and Directors were elected.

- 6.4.3 Subject to Clause **7.2.1(p)**, no Voting Member may be elected or appointed as an Officer for more than six years in succession without a Special Resolution of the Membership. Subject to Clause **7.3.6**, a Member shall be eligible to serve again as an Officer following an absence from the Executive of one year.
- 7.1.7 **(Modify the last sentence of 7.1.7 to something like this.)** Any vacancy on the Board that is filled under this Clause shall be for the remainder of the term of that position, as determined under Clause **6.4**, at which time the election process under Clauses **6.3** and **6.4** shall again apply to that position on the Board.
- 7.4.4 **(Replace 7.4.4 with something like this.)** Subject to Clause **7.4.3**, no person may hold the same position as an Officer for more than two terms in succession. A term shall be as determined under Clause **6.4**.

Appendix 4

Overview Of By-laws

Article	Overview	Comments
General	<p>The major themes in the By-laws are:</p> <p>The use of a contemporary style that addresses a broad range of reasonably foreseeable situations with a high degree of clarity; Transparency of Board activities to the Membership; A clear statement of expectations for the Board and some of the major positions; An emphasis on compliance with reporting obligations under the Societies Act and the licence agreement with the City; and An emphasis on the maintenance of financial records on a current basis to allow a clear assessment of the Association's finances at all times and to simplify the audit effort.</p> <p>These By-Laws were designed for an Association with simple operations and finances. An Association owning a major facility with significant rentals (i.e., indoor rink) and having employees and complex finances would need to review these By-Laws thoroughly for suitability.</p>	<p>The template By-laws are probably very different from the current By-laws of an Association. For the most part, this just reflects a combination of the differences in drafting style that have evolved over time and the approaches in modern By-laws.</p> <p>Source materials used for the template By-laws were:</p> <p>The old and new By-laws of the Association offering this template; A precedent of the By-laws completed recently by another Community Association; The Guidebook on drafting and revising By-laws obtained from the Federation of Calgary Communities; The Societies Act; The 1999 licence agreement between the Association and the City; and The By-laws of several oil and gas industry associations that are also incorporated under the Societies Act.</p>
1-Preamble	Name of Association and Community boundaries.	N/A
2. Objects	The objects also form part of the articles of incorporation for the Association, such that a separate amendment thereof would be required if the generic objects in the template were to be used.	Although presented in a more modern drafting style, the substance of the objects is probably consistent with the current objects of most Associations.
3. Definitions And Interpretation	3.1 pertains to definitions and 3.2 presents a miscellaneous interpretation provision.	This Article forms the foundation of the By-laws. Article 3.1 addresses the definitions in greater detail than is typically the case in By-laws. This approach was taken to provide a high level of clarity to users and to simplify the construction of the operative provisions in the remainder of the By-laws.
4-Membership	<p>This Article outlines the types of Membership, the associated rights of Membership, the setting of Membership fees and mechanisms for the termination of Membership.</p> <p>The Membership categories are: Regular Members, Honourary Members, Life Members and Associate Members.</p> <p>A Senior's Membership is addressed as a rate differential in the Membership fee for a Regular Membership, where the rate differential is addressed in Article 4.6.1.</p> <p>Annual Memberships expire on ___of each year. (This date does not need to be consistent with the end of the Fiscal Year.)</p>	<p>Nothing particularly unusual in this Article.</p> <p>It is preferable to regard a Senior's Membership as a subset of a Regular Membership, where the only difference is a different membership fee. This reinforces the degree to which this Membership has all of the rights of a Regular Membership.</p> <p>While not stated, there is also an expectation that a Board will use its discretion to grant Honourary and Life Memberships.</p>
5-Meetings	<p>This Article provides clear guidance about:</p> <p>The ability to attend meetings (5.1); The timing and topics to be discussed at the Annual General Meeting (5.2); Special General Meetings (5.3); Board Meetings (5.4); Notice of Meetings (5.6); Agenda for Meetings (5.7), with a requirement that the agenda include a resolution substantially in the form of any resolution that is to be presented as a "Special Resolution" (Basically 21 days advance</p>	<p>The Article is consistent with modern standards.</p> <p>Older By-laws sometimes include a proxy mechanism for votes at General Meetings of the Membership. However, that type of provision is seldom used in modern By-laws. The Guidebook on By-laws available from the Federation of Calgary Communities also expressly recommends against the inclusion of a proxy mechanism for General Meetings of the Association.</p>

Article	Overview	Comments
	<p>notice and a 75% voting threshold of Members in attendance); Quorum for General Meetings and Board Meetings (4.8); Voting procedures (5.9), where the proxy mechanism for General Meetings has not been included; Minutes (5.10); and Adjournment (5.11).</p>	
<p>6. Election of Directors</p>	<p>This Article addresses the election processes.</p> <p>The Board will have between ___ and ___ members, where the upper limit provides good flexibility to accommodate interested volunteers as “Directors at Large”. The “Director at Large” positions provide interested Members with the opportunity to participate directly in the Association in a way that provides excellent continuity should they choose to run for one of the specific portfolios at a later date.</p> <p>The By-laws have been structured to allow for either the election to specified positions or an election of Directors (other than the President) for unspecified roles, where the Board will then allocate responsibilities for specific portfolios.</p> <p>Article 6.4.2 also includes a term limit for positions as an Officer (President, Vice-President, Treasurer, Secretary). No Member may be an Officer for more than six years in succession without a Special Resolution of the Membership. A Member that becomes subject to that limitation is eligible to become a Member of the Executive after an absence from the Executive for a year. (Any such member is free to remain on the Board during that year in a position that is not on the Executive.) This restriction does not impact any of the other positions on the Board. (See also 7.4.3 and 7.4.4.)</p>	<p>The process provides excellent flexibility for interested Members to become a Director at Large.</p> <p>Although the election process in the template is for single year terms, many associations (Community and other) include two year staggered terms because of the continuity offered by an ongoing presence of some Board members. (This is addressed in the Appendix at the end of the template.)</p> <p>The term limitation for the Executive positions is significantly different from older By-laws. This change reflects a practice that is very common in contemporary By-laws to ensure that a Board evolves over time.</p>
<p>7. Governance</p>	<p>Detailed provisions respecting such matters as:</p> <p>Handling of Board vacancies (7.1); Powers and Duties of the Board (7.2); Removal of a Director (7.3); Officers of the Board (7.4); Duties of the Officers (7.5); Linkage to other committees and groups (7.6-7.8).</p>	<p>The Articles addressing the expectations for the Board and the specific Officers are in greater detail than would typically be included in By-laws.</p> <p>There were four major reasons for this approach. One was to provide guidance to the Board and the Officers in those positions, where this would be of particular benefit to new members of the Board. The second was to use the provisions to emphasize the importance of financial governance of the Association. The third was to use the provisions to identify some of the major reporting obligations under the Societies Act and the licence agreement with the City. The fourth was to identify to the Members of the Association the performance expectations for the Board.</p> <p>There are two specific provisions that may be quite different from the current By-laws of an Association.</p> <p>Article 7.1.4 addresses the common practice of Community Associations to provide an honourarium to the person responsible for managing hall rentals. The Article recognizes that this could, in fact, be the applicable Director, particularly where the Association does not have employees. It is particularly important for this practice to be transparent to the Membership if a Director is assuming these responsibilities.</p> <p>When considering this provision, it is important to realize that the provision is an enabling one, in that it provides the Board with the authority to make a payment not exceeding the specified threshold in the appropriate circumstances if the Board so wishes. However, it does not assume that the Director responsible for the hall is</p>

Article	Overview	Comments
		<p>assuming these duties or that there is necessarily a payment from the Association for assuming those responsibilities.</p> <p>The Policies and Procedures of the Board could address any special rules associated with this payment to a Director, such as restrictions on voting on matters pertaining to hall rentals.</p> <p>Articles 7.4.3 and 7.4.4 introduce term limitations for the President and the other Officers. In essence, a Member may not serve as President for more than three successive years, and a Member may not hold the same position as an Officer for more than three years. Term limitations are common in modern By-laws, and reflect a belief that Boards benefit from an orderly transition of leadership in the Executive positions.</p>
<p>8. Finance and Other Management Matters</p>	<p>This Article addresses such matters as:</p> <p>The registered office of the Association (8.1); Finance and audit requirements (8.2); The seal of the Association (8.3); Minute book (8.4); Inspection of books and records (8.5); and Liability and indemnification (8.6).</p>	<p>The emphasis on finances and financial planning is evidenced in 7.2.1(g) and (i), 7.5.4, 7.6.1 and Article 8.2.</p> <p>Article 8.2 addresses such matters as:</p> <p>Signature controls on cheques (8.2.1); Expenditure approval thresholds for the Board (8.2.3); A restriction whereby any single expenditure estimated to exceed \$X0,000 requires approval through a Special Resolution of the Membership (8.2.4); An exception to 8.2.3 and 8.2.4 for any expenditure required to be made in an emergency situation, subject to a ratification requirement (8.2.5); Restrictions on the appointment of auditors (8.2.6); Requirements for each audit report (8.2.7); and A limitation on borrowing powers (8.2.8).</p>
<p>9. Amendments</p>	<p>Amendments to the By-laws require a Special Resolution of the Membership.</p> <p>The Societies Act, other statutes and regulations and the licence agreement with the City will govern insofar as there is a conflict with the By-laws.</p>	<p>Reflects a requirement in the Societies Act.</p> <p>Addresses the conflict hierarchy expressly.</p>
<p>11. Dissolution</p>	<p>Addresses the process for dissolution and the handling of property upon dissolution.</p>	<p>There is a requirement to address dissolution under the Societies Act.</p> <p>There is some flexibility for the designation of beneficiary for funds and assets remaining following dissolution. The City of Calgary was chosen because of the ongoing relationship between the Association and the City, particularly in the context of the licence agreement.</p>

Appendix 5

About The Federation of Calgary Communities

The Federation of Calgary Communities is an umbrella organization for Calgary and area Community Associations. We also support more than 40 service member organizations that include small area non-profits. The Federation is a registered not-for-profit society that directly provides capacity building support and guidance to our members.

The Federation of Calgary Communities was officially incorporated in 1961, under the Provincial Societies Act. For more than 46 years, The Federation has provided a variety of services to Community Associations: advocacy, accounting and auditing services; urban planning resources, organizational support and management consultations; education and information referral, and resources. Recognizing that other smaller community based non-profits could benefit from the Federation's services, we expanded membership in 2002 to include "service" members offering financial services to more than 40 additional small Calgary based non-profits. Membership in The Federation is entirely voluntary, with 94% of eligible Community Associations choosing to become members in 2007.

Vision

That each Calgary neighbourhood has a vital and representative Community Association.

Improving Neighbourhood Life in Calgary

Mission

To improve neighbourhood life in Calgary by providing services and programs that create, support and sustain vital and representative Community Associations.

Values

As individuals and as an organization, we value:

- Community
- Leadership
- Diversity
- Commitment
- Volunteerism
- Integrity

These values are part of everything we do. They are entrenched in our culture and working philosophy.

About Community Associations:

There are currently 138 active Community Associations in Calgary and 7 in the surrounding area. It is estimated that annually, 20,660 Community Association volunteers contribute 2.4 million hours of public service, which has an equivalent monetary value of over \$28 million. These volunteers operate, manage and maintain facilities and amenities with a value of more than \$200 million. They come forward from a diverse population base with about one-quarter of the city's population supporting Community Associations through paid membership.

Value Proposition

Community Associations have the potential of being on the front lines of every important social, cultural, environmental and community issue. They can respond in countless ways to the needs of their residents; fostering and supporting them to fully and actively engage in community and civic life, through the provision of social and recreation programs, and through direct input into the City's planning process and other public affairs. Community Associations have the potential to mobilize citizens and local resources to make a vital contribution to community life – enriching the quality of life and well being of their communities. Overall, Community Associations can provide a shared sense of citizenship and inclusion. It would be difficult to find a single Calgarian who has not benefited from a Community Association.

Community Associations can be the anchor for community life but they need support to effectively operate in today's competitive non-profit world. They need a resource that will help to link common issues and concerns across communities. On these issues, they need an umbrella organization that can advocate on their behalf. The Federation of Calgary Communities is that organization.

The Federation's Services

The Federation is committed to providing quality services and programs to all our members and stakeholders. We have two major member groups that primarily access our services: 138 Community Associations and 40 small Calgary based non-profits (this is an area of continuing growth). Our services include:

- Financial Management
- Planning
- Member Services - Organization Development
- Marketing and Communication

Financial Management Services – The Federation provides our growing membership base with the training and resources they require to function in compliance with legislation and policy. Professional bookkeeping and audit services assist client Community Associations with reliable, credible, accounting services, to ensure our members meet their obligations to their membership, user groups and regulators. Through the financial management workshops, including a Treasurer's Workshop, support is provided to non-financial managers to develop skills and knowledge, so as to discharge their responsibilities capably. One-on-one consultation is also provided after an audit to assist their board in understanding the components of the financial statements and assist them in developing the confidence to read, analyze and utilize the information provided in the statements to make important and calculated decisions for their organizations.

Planning Services – Community Associations are given a great deal of power in the City Planning Process as they receive development permits for each project affecting their community. It is the responsibility of the Community Association to comment on these permits in a way that represents their geographic best interests. Without training and understanding around Planning and Development, Community Associations and their Planning Committees are often ill equipped to respond in an informed and intelligent way to the pressures and conflicts that can arise from ongoing urban development. Questionable development proposals are often a key motivator for community members to become engaged with their Community Associations; Planning and Development committees are often the most active (and activist) sub-groups in many Community Associations and therefore, need additional support and training. Direct service offerings include:

- 1) Partners in Planning Training
- 2) Workshops around training issues based on “A Community Guide to the Planning Process”
- 3) Tip Sheets to help build awareness around broader planning tools, techniques and initiatives
- 4) Monthly Planning Updates to address issues of common concern or interest
- 5) Convening of Community Association on regional planning issues
- 6) Professional consultative support to CA’s with development issues
- 7) Expertise and knowledge through the maintenance of an Urban Planning Committee

Member Services –With today’s growing pressures on small non-profits to be more accountable, transparent and professional in their operations, The Federation’s Member Services plays an important role in supporting our members to connect to, obtain and utilize organization development resources. The Federation’s Member Services provides easy access to organization capacity building information around board governance, meeting management, human resources, volunteer management, compliance and facility care, to name a few. The Federation works closely with Community and Neighbourhoods Services to develop Standards of Practice ultimately providing additional tools, templates, resources, links and training within these areas. Members can access information and resources through a “members only” web site, through one-on-one telephone and email support and through The Federation’s Monthly Newsletter. .

Marketing and Communication Services –The Federation’s Marketing and Communication Services help to raise the profile of Community Associations and the value of community life. These services include brochure templates, sample media releases, and City wide membership “value added” benefits. Over time, THE FEDERATION will develop public service announcements and/or commercials in time with March Membership Awareness Month to raise the awareness in Calgarians of the role of Community Associations.