

**Canyon Meadows Community Association**  
**Bylaws**

**Approved At The CMCA General Meeting**  
**12-Dec-2022**

## TABLE OF CONTENTS

<b>1.0</b>	<b>INTRODUCTION .....</b>	<b>4</b>
1.1	NAME .....	4
1.2	THE BYLAWS.....	4
<b>2.0</b>	<b>DEFINITIONS AND INTERPRETATION .....</b>	<b>4</b>
2.1	DEFINITIONS.....	4
2.2	INTERPRETATION.....	4
<b>3.0</b>	<b>COMMUNITY GEOGRAPHIC BOUNDARIES.....</b>	<b>4</b>
<b>4.0</b>	<b>MEMBERSHIP .....</b>	<b>5</b>
4.1	CLASSIFICATION OF MEMBERSHIP.....	5
4.1.1	<i>Resident Household Membership .....</i>	<i>5</i>
4.1.2	<i>Senior Household Membership.....</i>	<i>5</i>
4.1.3	<i>Temporary Volunteer Membership (non-voting).....</i>	<i>5</i>
4.1.4	<i>Honorary Lifetime Membership.....</i>	<i>5</i>
4.2	MEMBERSHIP YEAR.....	5
4.3	MEMBERSHIP FEES .....	5
4.3.1	<i>Setting Membership Fees.....</i>	<i>5</i>
4.3.2	<i>Payment Date for fees.....</i>	<i>6</i>
4.4	MEMBERSHIP RIGHTS AND PRIVILEGES.....	6
4.4.1	<i>Voting Rights .....</i>	<i>6</i>
4.5	SUSPENSION OF A MEMBER .....	6
4.5.1	<i>Decision to Suspend.....</i>	<i>6</i>
4.5.2	<i>Notice of Suspension to Member .....</i>	<i>6</i>
4.5.3	<i>Decision of the Board.....</i>	<i>6</i>
4.6	TERMINATION OF MEMBERSHIP .....	6
4.6.1	<i>Resignation.....</i>	<i>6</i>
4.6.2	<i>Deemed Withdrawal .....</i>	<i>6</i>
4.7	EXPULSION OF A MEMBER.....	7
4.7.1	<i>Decision to Expel.....</i>	<i>7</i>
4.7.2	<i>Notice of Expulsion.....</i>	<i>7</i>
4.7.3	<i>Decision of the Mediation Review Panel.....</i>	<i>7</i>
<b>5.0</b>	<b>MEETINGS OF THE ASSOCIATION.....</b>	<b>7</b>
5.1	GENERAL MEETINGS .....	7
5.1.1	<i>Quorum.....</i>	<i>7</i>
5.2	SPECIAL MEETINGS .....	8
5.2.1	<i>Calling of a Special Meeting .....</i>	<i>8</i>
5.3	PROCEEDINGS AT ANNUAL GENERAL MEETINGS OR SPECIAL MEETINGS .....	8
5.3.1	<i>Failure to Reach Quorum.....</i>	<i>8</i>
5.3.2	<i>Chairperson.....</i>	<i>8</i>
5.3.3	<i>Adjournment .....</i>	<i>8</i>
5.3.4	<i>Voting .....</i>	<i>9</i>
5.3.5	<i>Special Resolutions.....</i>	<i>9</i>
5.3.6	<i>Failure to Give Notice of Meeting .....</i>	<i>9</i>
5.4	MONTHLY MEETINGS.....	9
<b>6.0</b>	<b>THE GOVERNANCE OF THE ASSOCIATION .....</b>	<b>9</b>
6.1	BOARD OF DIRECTORS .....	9
6.1.1	<i>Governance and Management of the Association.....</i>	<i>9</i>
6.1.2	<i>Responsibilities.....</i>	<i>9</i>
6.1.3	<i>Eligibility.....</i>	<i>10</i>

Canyon Meadows Community Association Bylaws  
December 2022

6.1.4	<i>Powers and Duties of the Board of Directors</i> .....	10
6.1.5	<i>Composition of the Board</i> .....	10
6.1.6	<i>Election of a Director and Executive Committee</i> .....	10
6.1.7	<i>Nominations</i> .....	10
6.1.8	<i>Automatic Removal of a Director</i> .....	11
6.1.9	<i>Removal From Office</i> .....	11
6.1.10	<i>Notice of Removal of Director</i> .....	11
6.1.11	<i>Decision of the Community Mediation Program</i> .....	11
6.2	MEETINGS OF THE BOARD .....	11
6.3	COMPOSITION OF THE EXECUTIVE COMMITTEE.....	12
6.3.1	<i>The Executive Committee Positions</i> .....	12
6.3.2	<i>Executive Vacancies</i> .....	13
6.4	DUTIES OF THE EXECUTIVE COMMITTEE .....	13
6.4.1	<i>Executive Committee Responsibilities</i> .....	13
6.4.2	<i>Executive Committee Security Check</i> .....	13
6.4.3	<i>Board Committees</i> .....	13
<b>7.0</b>	<b>FINANCE AND OTHER MANAGEMENT MATTERS .....</b>	<b>13</b>
7.1	THE REGISTERED OFFICE .....	13
7.2	FINANCE AND AUDITING .....	13
7.2.1	<i>Fiscal Year End (FYE)</i> .....	13
7.2.2	<i>Fiscal Audits</i> .....	13
7.2.3	<i>Seal of the Association</i> .....	13
7.2.4	<i>Cheques and Contracts of the Association</i> .....	14
7.3	KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE ASSOCIATION.....	14
7.4	BORROWING POWERS .....	14
7.5	PAYMENTS .....	14
7.6	PROTECTION AND INDEMNITY OF DIRECTORS .....	14
7.7	BOARD GOVERNANCE .....	15
7.7.1	<i>Conflict of Interest</i> .....	15
<b>8.0</b>	<b>AMENDING THE BYLAWS.....</b>	<b>15</b>
<b>9.0</b>	<b>DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION .....</b>	<b>15</b>

## **1.0 Introduction**

### **1.1 Name**

The name of the Society is the Canyon Meadows Community Association, which may also be referred to as “CMCA” or “The Association”.

### **1.2 The Bylaws**

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

Registered Bylaws represent the structural, organizational and operational terms of reference which shall be used by the Association in fulfilling the intent of its registered objectives.

## **2.0 Definitions and Interpretation**

### **2.1 Definitions**

In these Bylaws, the following words have these meanings:

- Act means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- Association means the Canyon Meadows Community Association.
- Board/Board Member means the Board of Directors of this Association.
- Bylaws means the Bylaws of this Association.
- CMCA means the Canyon Meadows Community Association.
- Days will be recognized as Calendar days.
- Director means any person elected by the Association's membership or appointed mid-term by the Board.
- Executive Directors are Board Members who hold the positions of President, Vice President, Secretary, Treasurer, and Past President.
- Member refers to all occupants of a household that holds a current membership in the Association (see section **Error! Unknown switch argument.** Voting Rights for information of membership voting rights).
- Member in Good Standing means a Member who has paid the designated membership fee and has not been suspended, terminated, or expelled.
- Registered Office means the registered office of the Association.
- Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Association.
- Special Meeting means the special general meeting as outlined in Section 6.
- Special Resolutions shall be conducted according to Section 6.

### **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws:

- Singular and plural: Words indicating the singular number also include the plural, and vice versa.
- Masculine and feminine: words indicating the masculine gender also include the feminine gender, and vice versa.
- Headings: Headings are for convenience only and do not affect the interpretation of these Bylaws.
- Liberal interpretation: These Bylaws must be interpreted broadly and generously.

## **3.0 Community Geographic Boundaries**

The boundaries of the Canyon Meadows Community Association shall be within the City of Calgary as follows:

Canyon Meadows Community Association Bylaws  
December 2022

- North Boundary - Anderson Road South West
- East Boundary - Macleod Trail South West
- West Boundary - Fourteenth Street South West
- South Boundary – North Boundary of Fish Creek Provincial Park

## **4.0 Membership**

### **4.1 Classification of Membership**

There are four categories of Memberships:

- Family Membership
- Individual Membership
- Senior Membership
- Honorary Volunteer Membership

#### **4.1.1 Family Membership**

To become family Members, such persons must:

- be residents or non-residents of Canyon Meadows and live in the same household;
- have attained the age of eighteen (18) years;
- pay the annual membership fee designated for family members.

#### **4.1.2 Individual Membership**

To become individual Members, such persons must:

- be a resident or non-resident of Canyon Meadows;
- have attained the age of eighteen (18) years;
- pay the annual membership fee designated for individual members.

#### **4.1.3 Senior Membership**

To become senior Members, such persons must:

- be residents or non-residents of Canyon Meadows and live in the same household;
- one Member living in the household shall have attained the age of sixty (60) years;
- pay the annual membership fee designated for senior members.

#### **4.1.4 Honorary Volunteer Membership (non-voting)**

To become an honorary volunteer Member, such persons must:

- be resident or non-resident of Canyon Meadows;
- be participating in a volunteer capacity that represents the association.
- There is no fee payable for an Honorary Volunteer Membership. The membership classification is temporary and expires when the volunteer capacity is completed.

## **4.2 Membership Year**

The membership year shall be valid for 1 year from date of purchase.

## **4.3 Membership Fees**

### **4.3.1 Setting Membership Fees**

The Board of Directors shall determine the amount of the annual membership fees at the first Board Meeting after the annual General Meeting or from time to time as determined by the Board.

#### 4.3.2 Payment Date for fees

The annual membership fee is due and payable on the date of purchase or the date of expiry.

### **4.4 Membership Rights and Privileges**

#### 4.4.1 Voting Rights

All Association memberships in good standing are eligible to vote at Association General and Special meetings, pursuant to the following:

- All Family, Individual or Senior Memberships are entitled to one vote per motion;
- The membership was purchased not less than thirty (30) days prior to any Association meeting at which they are voting;
- No individual shall have more than one vote per motion.

### **4.5 Suspension of a Member**

#### 4.5.1 Decision to Suspend

The Executive is empowered to suspend a Member until the next regular scheduled meeting of the Board of Directors. The Board may suspend a Member for not more than six months for one or more of the following reasons:

- disrupting meetings or functions of the Association;
- if the conduct of the Member is injurious to the character, interest or good order of the association;
- failure to abide by Bylaws, policies, and procedures of the Association.

#### 4.5.2 Notice of Suspension to Member

The Executive shall inform the Member by written notice of the reason for suspension, by double registered letter to the last address on the Association's membership list.

#### 4.5.3 Decision of the Board

The vote to suspend the Member shall be by secret ballot and passed by a simple majority and the following will occur:

- The Member shall be informed in writing of the decision of the Board within seven (7) days of the meeting.
- The Member may appeal the decision to the Executive Committee, within seven (7) days of receipt of written notice. Appeals must be submitted in writing, Attention of Secretary, CMCA.
- The Executive Committee will convene for an Appeal Review within 30 (30) days of receipt of appeal and inform its decision to the Board and the Member within seven (7) days of the review. Review decisions are final.
- The Member shall not receive a refund of fees during a period of suspension nor have any voting rights in the Association.

### **4.6 Termination of Membership**

#### 4.6.1 Resignation

Any Member may resign from the Canyon Meadows Community Association by sending or delivering written notice to a Member of the executive, Attention of Secretary, CMCA. No refunds will be given for the remainder of the membership fees. The Member's name shall immediately be removed from the Association's membership list.

#### 4.6.2 Deemed Withdrawal

Any Member who does not renew their membership prior to the new membership year shall not be entitled to any membership rights or privileges.

## **4.7 Expulsion of a Member**

### **4.7.1 Decision to Expel**

The Board of Directors may vote to expel a Member by a 2/3 majority vote by secret ballot for one or more of the following reasons:

- disrupting meetings or functions of the Association;
- if the conduct of the Member is injurious to the character, interest order of the Association;
- failure to abide by bylaws, rules and regulations of the Association.

### **4.7.2 Notice of Expulsion**

The Executive shall inform the Member by written notice of the reason for expulsion and shall ask for the member's resignation within seven (7) days. The notice shall be sent by double registered letter to the last address on the Association's membership list. From receipt of this notice, the Member shall have no rights or privileges of a Member except that s/he shall be granted the right of an appeal.

If the Member does not resign, the Member shall be given an opportunity to be heard by an independent Mediation Review Panel as appointed an appropriate 3<sup>rd</sup> party.

### **4.7.3 Decision of the Mediation Review Panel**

The Member may appear on his/her behalf or with a representative before the Panel to address the complaint(s).

The Panel shall deliberate to determine its recommended resolution. All resolutions will be made as recommendations to the Board. Board decisions shall be made as usual, with the exception that a decision to expel requires a two-thirds (2/3) majority vote. The Board shall inform the Member of its decision, in writing, within seven (7) days of making the decision.

The Member shall not receive a refund of fees, if expelled.

## **5.0 Meetings of the Association**

### **5.1 General Meetings**

The Association shall hold a General Meeting annually to elect a Board of Directors and present financial statements setting out its income, disbursements, assets, and liabilities, audited and signed by the society's auditor and address any other business that may arise. All other Association meetings shall be Special Meetings as defined in Section 5.2, or Monthly Meetings as defined in Section 5.4.

The Association shall hold its annual General Meeting once per calendar year, in Calgary, Alberta. The Board of Directors shall set the place, day and time of the meeting.

The Board of Directors shall ensure that Members are notified of the annual General Meeting by placing an announcement in any combination of the following at least twenty-one (21) days before the annual General Meeting.:

- Association newsletter
- Written notice
- Posters and/or signs placed throughout the community
- CMCA website

This notice will state the place, date and time of the annual General Meeting.

#### **5.1.1 Quorum**

A quorum at the annual General Meeting shall consist of 50% of the current directors and a minimum of 5

community members.

## **5.2 Special Meetings**

### **5.2.1 Calling of a Special Meeting**

A Special Meeting may be called at any time:

- by resolution of the Board of Directors to that effect; or
- upon the written request of five (5) Directors to the Executive. The request must state the reason for the Special Meeting and/or the motion(s) intended to be submitted at such Special Meeting; or
- upon the written request of at least fifteen (15) of the Voting Members to the Executive. The request must state the reason for the Special Meeting and/or the motion(s) intended to be submitted at such Special Meeting.

#### **5.2.1.1 Notice of a Special Meeting**

Within seven (7) days of receipt of the written request for the Special Meeting, the Secretary will mail or deliver a notice to each Member which shall be at least twenty-one (21) days before the Special Meeting. This notice will state the place, date, time and purpose of the Special Meeting.

#### **5.2.1.2 Agenda for a Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting shall be considered.

#### **5.2.1.3 Procedures at a Special Meeting**

Any Special Meeting has the same method of voting and the same quorum requirements as the General Meeting.

## **5.3 Proceedings at Annual General Meetings or Special Meetings**

### **5.3.1 Failure to Reach Quorum**

If a quorum is not present within one-half (1/2) hour after the set time of the scheduled meeting, the meeting will be deferred to be rescheduled within twenty- one days. If a quorum is not present at the rescheduled time, the meeting will proceed with the Members in attendance.

### **5.3.2 Chairperson**

All meetings of the Association will typically be chaired by the President. Alternative chairpersons may be any of the following, provided they are available and willing to step in:

- The Past President will chair nominations (if any) when her/his term is over;
- The Vice President may chair any and all meetings as required if the President is unable to, OR
- The Board may appoint a chair, as deemed necessary. The chair appointed may be internal or external to the organization.

If the appointed chair is not present within one-half (1/2) hour after the set time for the General or Special Meeting, the Members present shall appoint a chair.

An independent chair, not excluding the eligibility of any individual, Member or otherwise, shall be appointed by resolution of the Board of Directors to chair an annual General or Special Meeting. The appointment of the independent chair shall be completed a minimum of five (5) days prior to the General or Special Meeting.

### **5.3.3 Adjournment**

The chair may adjourn any General or Special Meeting with the consent of the Members at the meeting. The adjourned General or Special Meeting conducts only the unfinished business from the initial meeting.



Canyon Meadows Community Association Bylaws  
December 2022

5.3.4 Voting

All eligible voting Members (eligibility is defined in section Error! Unknown switch argument. Voting Rights) will display a show of hands to decide every vote at every applicable annual General or Special Meeting.

A secret ballot shall be used for suspensions, terminations, contested elections, and any other resolutions as the Members decide. Requests for secret ballots shall be accommodated immediately at all General and Special Meetings.

A recorded ballot shall be used for important issues where a show of hands does not prove conclusive or where it has been requested by a single voting Member. Requests for recorded ballots shall be accommodated immediately at all General and Special Meetings.

A voting Member may not vote by proxy.

A simple majority of the voting Members decides each issue and resolution, unless otherwise stated in these Bylaws. The chair, if eligible to vote, may vote to break a tie or in any situation where these Bylaws require larger than a simple majority to carry the motion.

The chair declares a resolution as carried or lost. This statement is final and does not have to include the number of votes for and against the resolution in the Minutes.

5.3.5 Special Resolutions

Special Resolution means a resolution that is passed at either an annual General Meeting or a Special Meeting of the membership of this Association.

Any meeting where a Special Resolution is considered requires twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution.

5.3.6 Failure to Give Notice of Meeting

Actions taken at a General or Special Meeting are not invalid due to:

- accidental omission to give notice to any Member;
- any Member not receiving notice; or
- any error in any notice that does not affect the meaning.

**5.4 Monthly Meetings**

These are meetings held on a monthly or bi-monthly basis, excluding summer months. Staff reporting, financial reports, motions, and general operations will be dealt with at these meetings. See Section 6.2 Meetings of the Board for more information.

**6.0 The Governance of the Association**

**6.1 Board of Directors**

6.1.1 Governance and Management of the Association

The Board of Directors governs and manages the affairs of the Association. The Board may hire such employees or agents as it deems necessary to carry out management functions and other duties under the direction and supervision of the Board.

6.1.2 Responsibilities

Every Director in exercising his/her powers and duties shall:

Canyon Meadows Community Association Bylaws  
December 2022

- act honestly and in good faith with a view to the best interests of the Association; and
- exercise the care, diligence, and skills that a reasonable, careful person would exercise in similar circumstances.
- be a Member of the Association at the time of his/her election and throughout his/her term of office.

6.1.3 Eligibility

- Any Member in good standing shall be eligible to any office in the Association.

6.1.4 Powers and Duties of the Board of Directors

The powers and duties of the Board of Directors include but are not limited to:

- promoting the objectives of the Association;
- promoting membership in the Association;
- hiring and dismissing employees to operate the Association;
- regulating employees' duties and setting their salaries/wages;
- maintaining and protecting the Association's assets and property;
- approving an annual budget for the Association;
- paying all expenses for operating and managing the Association;
- paying persons for services and protecting Members from debts of the Association;
- investing any extra monies;
- financing the operations of the Association and borrowing or raising monies subject to any lease/license agreements;
- making policies for managing and operating the Association;
- approving all contracts for the Association;
- maintaining all accounts and financial records of the Association;
- appointing legal counsel as necessary;
- making policies, rules and regulations for operating the Association and using its facilities and assets;
- without limiting the general responsibility of the Board, delegating its powers and duties to employees of the Association.

6.1.5 Composition of the Board

The Board of Directors shall consist of the members of the Executive Committee and other elected Directors. The maximum number of elected Directors (excluding members of the Executive) is ten (10).

6.1.6 Election of a Director and Executive Committee

All Members of the Board of Directors shall be elected for a two-year (2) term by a simple majority vote of Members present at the annual General Meeting.

Individual positions on the Executive Committee will be filled by vote of the Board of Directors at the Board Orientation/first Board Meeting after the annual General Meeting.

Under extenuating circumstances, Directors may be appointed between annual General Meetings. These Directors may stand for reelection at the annual General Meeting.

Upon election/appointment to the Board, members will sign all required Board policies at the Board Orientation/first Board Meeting following the annual General Meeting (see Section 7.7 Board Governance).

6.1.7 Nominations

A slate of candidates may be presented but nominations will also be received from the floor at the annual

Canyon Meadows Community Association Bylaws  
December 2022

General Meeting.

**6.1.8 Automatic Removal of a Director**

The office of a Director shall be automatically vacated if a Director:

- resigns from office by delivering a written resignation to the Secretary of the Board (effective upon receipt by the Secretary);
- ceases to be a voting Member of the Association;
- fails to attend three (3) consecutive meetings of the Board unless such failure is excused by the Board;
- verbally resigns at any Association meeting in the presence of two (2) or more current Board Members.

**6.1.9 Removal From Office**

The Board of Directors may remove from office a Director by three-fourths (3/4) majority vote by secret ballot for one or more of the following reasons:

- the Director's conduct is injurious to the character, interests, or good order of the Association;
- the Director commits a breach of confidentiality of Association proceedings;
- the Director has disrupted meetings or functions of the Association;
- the Director is in serious breach of one (1) or more of the Association Bylaws, policies, or procedures, such that any staff, Members, Directors, or the Association itself (and/or related parties) are adversely affected or impacted in a fashion that is not congruent with the best interests of the organization.

Any Director voted for removal shall be informed as per Section **Error! Unknown switch argument.**  
Notice of Removal of Director.

**6.1.10 Notice of Removal of Director**

The Board shall inform the Director by written notice of the reasons for removal and shall ask for the Director's resignation within seven (7) days. From receipt of this notice, the Director shall have no rights or privileges of a Director except the rights of an appeal process.

If the Director does not resign, the Director shall be given an opportunity to be heard by a panel appointed by the Community Mediation Program.

A Director found to be in violation of any policy in Section 7.7 Board Governance, or other applicable Governance policies, shall be required to submit an immediate resignation or will be dismissed from serving on the Board. This dismissal is exempt from the seven (7) day notice requirements noted above.

**6.1.11 Decision of the Community Mediation Program**

The Director may appear on his/her behalf or with a representative before the Panel to address the charge(s).

The Panel shall deliberate to determine how the matter shall be resolved. All chosen resolutions will be made as recommendations to the Board to vote on. If by three-fourths (3/4) majority vote it is decided to remove the Director from Office, the Director shall be notified within seven (7) days of the decision. This decision is final.

**6.2 Meetings of the Board**

The Executive and the Board of Directors shall meet no less than six (6) times a year. CMCA members and the general public may attend a board meeting upon request or invitation. Meeting dates for the year will be set by the new Board at their first meeting of service.

Fifty percent (50%) of the current numbers of Executive Members and Directors present in person at any

Canyon Meadows Community Association Bylaws  
December 2022

Board meeting shall constitute a quorum.

If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. Five (5) Directors present at this later meeting shall constitute a quorum and the meeting shall proceed with or without a quorum.

Each Director has one vote. To maintain impartiality and where possible, the Chair will only vote to break a tie or in any situation where a larger than a fifty-percent (50%) vote is required to carry a motion.

### **6.3 Composition of the Executive Committee**

#### **6.3.1 The Executive Committee Positions**

The Executive is composed of the following positions:

##### **6.3.1.1 The President:**

- shall preside at all meetings of the Association and its Board;
- shall be an ex-officio member of all committees;
- is the main spokesperson for the Association;
- prepares agendas for all Executive, General and Special Meetings.

##### **6.3.1.2 The Vice-President:**

- becomes President if the President vacates the position before the end of term;
- ensures an inventory of all Association assets are done yearly and updated as required;
- chairs Association meetings in absence of the President;
- acts as a liaison between communities;
- shall work in conjunction with Bingo Chairman, gaming activities and other tasks as assigned by the President.

##### **6.3.1.3 The Secretary:**

- prepares and keeps the minutes of all meetings of the Association;
- is aware of, and has access to when necessary, the Seal of the Association;
- prepares and sends notices of meetings of the Association and governing bodies of the Association;
- is aware of, and has access to when necessary, the correspondence, contracts, and other important records of the Association;
- assists in filing the Annual Return, recording changes in the directors of the organization, amendments in the Bylaws, and other incorporating documents with Corporate Registry.

##### **6.3.1.4 The Treasurer:**

- ensures that all monies paid to the Association are deposited in a chartered bank, chosen by the executive;
- ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- ensures an audited statement of the financial position of the Association is prepared and presented to the annual General Meeting, pursuant to the Societies Act, and is submitted annually to the Alberta Corporate Registry;
- supervises spending monies, including signing cheques;
- ensures the books are available for the membership within seven days if requested;
- ensures the preparation of an annual budget;
- is responsible for all bank accounts and for ensuring that all monies are deposited to the proper accounts.

Canyon Meadows Community Association Bylaws  
December 2022

6.3.1.5 The Past President:

- chairs annual General, Board, and Special Meetings when necessary or as required;
- acts in an advisory capacity to the Board and retains voting rights if a current Membership is held.
- is not an elected position, but is a position granted automatically when the Director has lost re-election for the President position or has chosen to decline the nomination.

6.3.2 Executive Vacancies

Vacant Executive positions may be filled by Board appointment, provided quorum is established.

## **6.4 Duties of the Executive Committee**

6.4.1 Executive Committee Responsibilities

The Executive Committee is responsible for:

- overall governing of Community Association affairs;
- conducting emergency and unusual business between Board meetings;
- submitting for ratification its actions to the Board.

6.4.2 Executive Committee Security Check

All Members of the Executive Committee including the Bingo Coordinator(s) shall have a Police Check (or Security Clearance) completed every five (5) years within four months of the annual General Meeting. All costs for the police check will be covered by the Association.

An acceptable security check is required prior to any Director receiving signing authority.

An unacceptable security check shall require the immediate resignation of the Executive Committee Member from both the Executive Committee and the Board of Directors.

6.4.3 Board Committees

The Board of Directors may appoint advisory, standing and/or special committees to make recommendations to the Board.

## **7.0 Finance and other Management Matters**

### **7.1 The Registered Office**

The registered office of the Association is located at 848 Cantabrian Drive S.W., Calgary, Alberta.

### **7.2 Finance and Auditing**

7.2.1 Fiscal Year End (FYE)

The fiscal year of the Association ends on April 30th of each calendar year.

7.2.2 Fiscal Audits

The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified auditor as appointed by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted at the annual General Meeting or at a Special Meeting within 150 days of the financial year end.

7.2.3 Seal of the Association

The Seal of the Association shall be kept in a duly-secured location within the Association office.

Canyon Meadows Community Association Bylaws  
December 2022

The Seal of the Association can only be used by a Member of the Executive Committee that has been authorized by the Board. The Board must pass a motion to name the authorized person(s), if anyone other than the Hall Manager or the Secretary.

**7.2.4 Cheques and Contracts of the Association**

All members of the Executive shall have signing authority for all cheques drawn on Association bank accounts provided they have met the conditions in section 6.4.2 Security Check for Executive Committee Members.

All cheques shall be signed by the Treasurer and one other Member having signing authority, unless authorized by the Treasurer.

Onsite payment of Bingo expenses requires the signature of the Director assigned responsibility and the authorized Bingo Chairman.

No two members of the same family may have cheque-signing authority at the same time.

All contracts of the Association must be signed by a Member of the Executive Committee or other persons authorized to do so by resolution of the Board.

**7.3 Keeping and Inspection of the Books and Records of the Association**

The Secretary has access to the Minute Books and records minutes of all meetings of the Board and the Executive Committee.

The original Minute Books are kept at the Registered Office of the Association. This record contains minutes from all meetings of the Association including those of the Board and the Executive Committee.

The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or law.

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

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

A voting Member wishing to inspect the books or records of the Association must give seven (7) days written notice to the President or the Secretary of the Association of his/her intention to do so. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

**7.4 Borrowing Powers**

The Association may borrow or raise funds to meet its objects and operations but such is subject to all conditions of signed leases. The Board decides the amounts and ways to raise money including giving or granting security.

**7.5 Payments**

Members and Directors will not receive any payment for being a Member or Director.

Reasonable personal expenses incurred while carrying out duties of the Association may be reimbursed only with prior approval of the Board.

## **7.6 Protection and Indemnity of Directors**

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

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

If the Board is aware of a situation that could require insurance protection, the Directors are obligated to notify the insurance company immediately.

## **7.7 Board Governance**

The Association uses policies, procedures, and other applicable job descriptions to ensure adequate governance of the Association. The following policies require signatures of all Board Members:

- Oath of Office/Confidentiality Agreement Policy
- Code of Conduct Policy
- Conflict of Interest Policy (expansion of section 7.7.1)
- In Camera Meetings Policy

Board policies, procedures, and applicable Board and job descriptions must be reviewed by the Executive annually. Recommendations (if any) will be made for Board approval.

### **7.7.1 Conflict of Interest**

A conflict of interest occurs when a Director or someone with a close relationship to the Director draws personal benefit from a decision of the Board.

Directors of the Association may not be hired by the Association as employees or contractors, or derive any financial compensation for any work conducted on behalf of the Association, whether or not within the scope of the description of the volunteer position they hold.

Relatives of Directors of the Association may apply for posted positions or respond to requests for proposals issued by the Association. Directors of the Association shall immediately disclose their relationships with such applicants and recuse themselves from the hiring decision. Relatives of Directors of the Association may be hired as a result of a competitive process which includes at least three (3) total applicants.

Paid casual labour under the age of eighteen (18) are exempt from this requirement.

## **8.0 Amending the Bylaws**

The Bylaws of the Association may be changed, altered, or added to by a Special Resolution at any annual General or Special Meeting of the Association.

The twenty-one (21) days' notice of the annual General or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws.

At least three-fourths (3/4) of the voting members present at the meeting must approve the change(s).

The amended Bylaws take effect after approval of the Special Resolution at the annual General or Special Meeting, and only after the acceptance by the Corporate Registry of Alberta.

Robert's Rules of Order shall be the final authority in the governing procedures at the meetings of the Association so long as they are not inconsistent with the provisions of the Societies Act or these Bylaws.

## **9.0 Distributing Assets and Dissolving the Association**

The Association does not pay any dividends or distribute its property among its Members.

In the event of the dissolution of the Canyon Meadows Community Association and after payment of liabilities, all assets not considered to be the property of the City of Calgary, shall be distributed to one or more recognized charitable organizations in Calgary as the Members by special resolution so determine.

The foregoing is a true copy of the Canyon Meadows Community Association By-Laws.

DATED at the City of Calgary, in the Province of Alberta,

this 9th day of February, 2023.



---

PRESIDENT



---

[Bryan Archibald \(Feb 9, 2023 19:14 MST\)](#)

SECRETARY




# CMCA Bylaws - FINAL 2022-12-12 (002)

Final Audit Report

2023-02-10

Created:	2023-02-10
By:	Michael Richmond (richmond.s.michael@gmail.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAMaA4AagY3EYC6Qhb0f00IE-jcl6SddC1


## "CMCA Bylaws - FINAL 2022-12-12 (002)" History

 Document created by Michael Richmond (richmond.s.michael@gmail.com)


2023-02-10 - 2:12:58 AM GMT- IP address: 174.0.40.7

 Document emailed to barchibald@cmca.ca for signature

2023-02-10 - 2:13:27 AM GMT

 Email viewed by barchibald@cmca.ca

2023-02-10 - 2:14:07 AM GMT- IP address: 50.99.4.219

 Signer barchibald@cmca.ca entered name at signing as Brynn Archibald

2023-02-10 - 2:14:29 AM GMT- IP address: 50.99.4.219

 Document e-signed by Brynn Archibald (barchibald@cmca.ca)

Signature Date: 2023-02-10 - 2:14:31 AM GMT - Time Source: server- IP address: 50.99.4.219

 Agreement completed.

2023-02-10 - 2:14:31 AM GMT