

SPRINGBROOK COMMUNITY ASSOCIATION BY-LAWS 2004

1. PURPOSE –

- *To promote and preserve the well being of the Community of Springbrook and*
- *To act on behalf of the Community of Springbrook in dealing with the County of Red Deer, Federal and Provincial government officials and/or other dealings with organizations that reflect the best interests of the Association members.*

2. DEFINITIONS

- 2.1 ANNUAL MEETING – Annual Meeting of the Association
- 2.2 ASSOCIATION – The Springbrook Community Association
- 2.3 BOARD – The Board of Directors
- 2.4 BYLAWS – The bylaws of the Springbrook Community Association as they exist or are amended from time to time
- 2.5 DIRECTOR – Any person elected to the Board by the members of the Association
- 2.6 GENERAL MEETING – Meeting held for the membership of the Association to attend
- 2.7 GENERAL RESOLUTION – A resolution passed at a meeting approved by 51% of members who voted in person
- 2.8 MEMBER – Member of the Association as outlined in the bylaws
- 2.9 OFFICERS – President, Vice-President, Secretary and Treasurer
- 2.10 RESIDENT – A person who lives within the boundaries of the Community of Springbrook, determined by the County of Red Deer from time to time
- 2.11 SPECIAL GENERAL MEETING – Any meeting called of the Association for a specific purpose
- 2.12 SPECIAL RESOLUTION – A resolution passed at a General or Annual Meeting approved by 75% of members who voted in person
- 2.13 VOTING MEMBER – A member of the Association who is of the age of majority
- 2.14 GOALS – Same as Purpose

3. BOARD OF DIRECTORS

3.1 **THE BOARD OF DIRECTORS** will consist of the Officers and Directors. The Officers of the Association are: President, Vice-President, Secretary and Treasurer. Directors shall consist of not fewer than a minimum of four Directors and not more than a maximum of nine Directors. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. Its duties are to gather information from the various committees and present them at the Board of Directors meeting. Membership on the Board is voluntary and members receive no monetary enumeration. Members of the Board of Directors will attend all meetings and support special events of the Association. The Board acts in a position of trust for the Community and are responsible for the effective governance of the Association. Officers and Directors may be removed from office by a non-confidence majority vote. All Officers' positions are up for re-election after one year.

3.2 The **PRESIDENT** shall, when present, chair all meetings of the Board. In his/her absence, the Vice-President shall chair at any such meetings. In the absence of both, a chairperson may be appointed by the Board of Directors from amongst themselves to preside at that meeting. The President or Acting President can not vote or second any motion, unless the President or Acting President's vote is needed to break a tie. The President is responsible for the general supervision of the business and affairs of the Association and acts as the principle spokesperson for the Association. The President, along with the Secretary, prepares the agendas for all meetings. The President is one of the signing authorities on all the Association's Bank Accounts. He/She also carries out other duties assigned by the Board.

3.3 The **VICE-PRESIDENT** replaces the President in his/her absence at various functions or when asked to do so by the President or the Board and also carries out other duties assigned by the Board. The Vice-President will chair a committee determined by the Board from time to time. The Vice-President has signing authority on all Bank Accounts.

3.4 The **SECRETARY** shall attend all meetings of the Association and of the Board, and will keep accurate minutes of the same. In the case of absence of the Secretary, such Director as may be appointed by the Board shall discharge his/her duties. The Secretary shall have charge of all correspondence of the Association and be under the direction of the President and the Board. He/She shall be the custodian of all books, papers, records, documents and instruments belonging to the Association except where some other Officer or Agent has been appointed for that purpose. The Secretary shall also keep a record of all the members of the Association and their addresses. The Secretary files the annual return, advises of changes in the Officers and Directors of the Association, files amendments in the bylaws and other incorporating documents with the Corporate Registry and carries out other duties assigned by the Board. The Secretary is one of the signing authorities on all the Association's Bank Accounts. The Secretary keeps a copy of the Minute books.

3.5 The **TREASURER** shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/She shall keep accurate account of the funds of the Association and keep such books as may be directed. He/She shall present a full, detailed account of receipts and disbursements to the Board and General Meetings whenever requested and shall prepare for submission to the Annual Meeting a statement of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The Treasurer is one of the signing authorities on all Association Bank Accounts. The Treasurer will oversee all financial reports for all bank accounts including, but not limited to, Bingos, Casinos and grants. He/She also carries out other duties assigned by the Board.

3.6 **POWERS AND DUTIES OF THE BOARD OF DIRECTORS –**

- to promote the Goals of the Association and volunteerism;
- to raise funds to achieve the Goals of the Association, including accepting gifts, donations, grants, legacies, bequests and inheritances;
- to use funds of the Association only according to and in pursuit of these Goals;
- to maintain and protect the Association's assets and property;
- to pay all expenses for operating and managing the Association;
- to pay persons for services and protect persons from debts of the Association;
- to invest any extra monies;

- to raise money and finance the operations of the Association;
- to make policies for managing and operating the Association;
- to approve all contracts for the Association;
- to appoint legal counsel as necessary;
- to make policies, rules and regulations for operating the Association and using its facilities and assets;
- to sell, dispose of or mortgage any or all of the property of the Association;
- to act as liaison between the Community and all government bodies.

3.7 LENGTH OF SERVICE – The Directors will serve for two years with automatic resignation after missing three consecutive meetings. If Directors are unable or unwilling to complete their two-year terms, a new Director will be elected at the next General Meeting.

3.8 ELECTION OF NEW BOARD OF DIRECTORS – The Board of Directors (including Officers) shall consist of no less than eight members and no more than thirteen members. After the closing of the Annual General Meeting, immediately reopen the meeting as the first Board Meeting. At the first Board Meeting, after the election of the Board at the Annual General Meeting, the Board members will elect among themselves a President, Vice-President, Secretary and Treasurer. At the first Annual Meeting after these bylaws come into effect, not more than 50% of the Board shall be elected for a term of two years. At the second Annual Meeting, and subsequent Annual Meetings after these bylaws come into effect, a member of the Board shall be elected for a term expiring at the conclusion of the Annual Meeting convened in the second year in which he/she was elected to the Board. No election of a person as a Director of the Association shall be effective unless:

- a) he/she was present at the meeting when he/she was elected and did not refuse to act as a Director, or
- b) he/she consents in writing to act as a Director before his/her election.

3.9 RESIGNATION OF OFFICERS – If an Officer resigns his/her position prior to the end of his/her term, the Board of Directors will appoint a Director to this position at the next Board Meeting. The resignation must be given in writing to the Board of Directors.

4. MEMBERSHIP

4.1 MEMBERSHIP – The only requirement for membership is that the individual be a resident of Springbrook. An individual may become an Honorary Member if the membership at a General Meeting passes a resolution recognizing the contributions of the individual to the Association or its objects.

4.2 VOTING MEMBER – a member of the Association who is of the age of majority.

4.3 NON-VOTING MEMBER -- Honorary Members cannot vote at meetings of the Association.

4.4 WITHDRAWAL OF MEMBERSHIP is automatic when a member ceases to be a resident of Springbrook or upon written notice from the member that he/she no longer wishes to be an Association member. A member can be expelled if he/she is found to be in violation of any Federal or Provincial laws, County rules or Council bylaws.

4.5 RIGHTS AND RESPONSIBILITIES OF MEMBERS – The responsibilities of Members are to adhere to Red Deer County bylaws. The rights of Members are to express themselves at all General, Annual and Board meetings. All Voting Members have the right to serve on any committee of the Association or to hold any office of the Association.

4.6 VOTING RIGHTS OF MEMBERS – Voting Members may vote on all issues at General and Annual Meetings. Members can vote only in person and not by proxy. Each Voting Member has one vote on a particular issue.

5. MEETINGS

5.1 GENERAL AND ANNUAL MEETINGS – The Annual Meeting will be held within two months of the year end date for the Association. In addition to the Annual Meeting, there is to be at least one General Meeting.

5.2 AGENDA FOR ANNUAL MEETING – shall include but not be limited to:

- a) adopting the agenda;
- b) adopting the minutes of the last General Meeting;
- c) reviewing the financial statements, setting out the Association's income, disbursements, assets, liabilities and the auditor's report;
- d) electing the Board of Directors when appropriate;
- e) presenting of committee reports.

5.3 SPECIAL GENERAL MEETING – The Board or President shall have the power to call a Special General Meeting at any time.

5.4 BOARD OF DIRECTORS MEETINGS – will be held once a month during the months of September to June inclusive. Meetings may be held in the months of July and August at the discretion of the Board. Meetings shall be held at such time and place as the Board or the President decides. Meetings of the Board are open to Members of the Association but only the Officers and Directors may vote at such meeting. A majority of the Board present may ask any other Member or other persons present to leave.

5.5 VOTING – Voting will be done by a show of hands unless at least five members request a ballot. All resolutions are by simple majority. Majority is 51% of votes cast. Each member has one vote. In the case of a tie vote, the President or acting President is the tiebreaker.

5.6 QUORUMS – A quorum is a minimum of 15 Members for a General or Annual Meeting and a majority of the members of the Board of Directors for Board of Directors meetings. If a quorum is not present at the opening of any meeting, the members present may adjourn the meeting. The meeting must be rescheduled within 7 days from the first meeting. There shall not be a minimum required for this meeting, No quorum is required for the second meeting.

6. MISCELLANEOUS

6.1 LIMITATION OF LIABILITY – Every Officer and Director of the Association in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstance. Subject to the foregoing,

no Director or Officer shall be liable for acts, receipts, neglects or defaults of any other Directors or Officers.

6.2 INDEMNITY – The Association shall indemnify a Director, Officer, former Director of Officer and his/her heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director of the Association if:

a) he/she acted honestly and in good faith with a view to the best interests of the Association and,

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

6.3 AUDITING – Books and records will be open for inspection at General and Annual meetings. The year end date for the Association is September 30 with books prepared for financial review by the Treasurer. The Board will appoint or hire a person or persons other than the Treasurer to review/prepare the year end financial report prior to the Annual Meeting. This report will be presented to the Association Members annually.

6.4 EDITING, RESCINDING OR ADDING BYLAWS – will be processed by a Special Resolution at a General or Annual Meeting. Any Voting Member can have a bylaw changed or amended with signature support of 25% of the voting age members of the Association.

6.5 CHEQUE SIGNING – All cheques on all accounts of the Association require two of the following four signatures: President, Secretary, Treasurer or Vice-President.

6.6 SEAL – If a seal is obtained, it shall be kept in the possession of the Secretary.

6.7 DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION – The Association does not pay any dividends or distribute its property among its Members. If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Association.