

**BYLAWS**  
**OF**  
**THE MOUNT ROYAL COMMUNITY ASSOCIATION**

**NAME**

1. The name of the society shall be THE MOUNT ROYAL COMMUNITY ASSOCIATION (hereinafter called the "Association"). The Objects of the Association shall be as filed with the Registrar of Companies, Province of Alberta.

2. Definitions

In these bylaws, the following words shall have these meanings:

"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.

"Annual General Meeting" means the annual meeting of the Members described in clause

"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(b).

"Board" means the board of directors of the Association.

"Bylaws" means this document, as amended from time to time.

"Chairman" 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.

"Director" means a Member elected or appointed to the Board.

"Executive" means the executive committee of the Board, being the President, the Vice-President, the Secretary and the Treasurer.

"Facility" means the building that comprises the community center of the Association and the associated recreational facilities.

"Member" means a Regular Member or an Associate Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.

"Officer" means a Director who is a member of the Board.

“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 bylaws.

“Proper Notice” means notice given in writing, by letter, email 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, email account or when published in a Community newsletter.

“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.

“Special Resolution” when used in these bylaws means:

- (i) a resolution passed
  - A. at a meeting of which no less than 21 days notice specifying the intention to propose the resolution has been duly given, and
  - B. by the vote of not less than 75% of those members who vote in person,
- (ii) a resolution proposed and passed as a special resolution at a meeting of which less than 21 days notice has been given, if all the members entitled to attend and vote at the meeting so agree, or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a meeting to vote on the resolution in person.

“Voting Member” means a Member who is a Regular Member.

## 2.2 Interpretation

### 2.2.1 In these bylaws:

- (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.

## **MEMBERSHIP**

3.

- (a) A regular member is any person residing in the districts of Upper Mount Royal and Mount Royal Lower of the City of Calgary as defined by the City of Calgary Assessment and Taxes Department may become a member of the Association upon payment of the annual membership as determined by the Board of Directors from time to time. A Regular Membership entitles a Member to the right to participate and vote at any duly constituted General Meeting and stand for nomination or appointment as a Director, provided that any such Regular Member has 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.
- (b) An associate member is any person residing outside of the districts of Upper Mount Royal and Mount Royal Lower of the City of Calgary as defined by the City of Calgary Assessment and Taxes Department may become an associate member of the Association upon payment of a fee as determined by the Board of Directors from time to time and shall have the right to use the facilities of the Association but shall have no right to vote at meetings of members or hold office in the Association.
- (c) All persons becoming members shall be deemed to have become members on the condition that they have agreed to abide by the bylaws of the Association.
- (d) All persons in a family of a member living with that member shall also be deemed to be regular members of the Association for all purposes except for the purposes of voting at meetings of the Association. Only one family member shall be entitled to vote at meetings of the Association.
- (e) Any member wishing to withdraw from membership in the Association may do so upon notice in writing to the Secretary of the Association. No membership fee shall be refunded upon such withdrawal.
- (f) A member who fails to pay his membership fees within one (1) month from the time of the due date shall be deemed to have ceased to be a member of the Association and thereafter he and his family members living with that member shall be entitled to no further membership privileges in the Association until the membership is reinstated.
- (g) Any member of the Association may be expelled from membership for cause upon the vote of two-thirds of the members of the Board of Directors, provided that a decision to expel a member made as aforesaid may be reversed at a meeting of the members of the Association upon the passage of a Special Resolution. If a member is expelled, that person and that person's family members shall have no further right to use the facilities of the Association.

## MEETINGS

4.

- (a) The annual meeting of the Association shall be held on or before the 3<sup>rd</sup> Wednesday of November in each year at such time and place as the Board of Directors shall determine, with the business of such meeting to include:
  - 1. The approval of the minutes of the previous meeting of the Association;
  - 2. The President's Report of the year's activities;
  - 3. The Treasurer's Report and the Audited Financial Statements;
  - 4. Election of Officers for the ensuing term;
  - 5. Reports from the various Committees;
  - 6. Appointment of qualified Auditors for the ensuing year; and
  - 7. Any other business of the Association.
- (b) The Association may also hold meetings other than the annual meeting as hereinafter determined, usually for the purpose of a special resolution and any such meetings shall be known as "special meetings".
- (c) The President or Vice-President may, whenever he thinks fit, convene a special meeting; and he shall, upon the written requisition of twenty or more members, call a special meeting at such time and place as the persons requisitioning such meeting may prescribe. All such requisitions shall prescribe the object of or the business to be considered at the meeting proposed to be called.
- (d) Upon the receipt of any such requisition, the President or Vice-President, shall forthwith proceed to convene a special meeting. If he does not proceed to give notice of the same within two weeks from the date of receipt of the requisition, the persons requisitioning such meeting or any ten or more of them may themselves convene a meeting. In such a case, if notice of the meeting has not been received by the President or Vice-President in time to be included in the Association's newsletter which is mailed from time to time to all members of the Association, the persons convening the meeting shall pay any costs incurred in connection with the holding of the special meeting including the costs of mailing the notice of the meeting to all members.
- (e) Notice of any annual or special meeting, shall be given by email, except when requested by a member to use mail, to all members of the Association by the Secretary or other persons convening the meeting or otherwise as the Board of Directors may approve at least twenty-one (21) days prior to such a meeting. The Notice of Meeting shall contain a summary of the business to be transacted at the meeting including a summary of the text of any resolution to be voted upon.
- (f) The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.

- (g) Twelve (12) or more members personally present shall be a quorum for any special or annual meeting, and no business shall be transacted unless a quorum is present at the commencement of the meeting.
- (h) All meetings, including the annual meeting, shall be open to the public. No person other than those persons eligible to vote shall take part in debate or address the meeting without the permission of the Chairman.

### **VOTES OF MEMBERS**

5.

- (a) Only members in good standing shall be entitled to vote at any meeting of the Association.
- (b) Each member shall have one vote only and must vote in person. If a member is unable to attend the meeting, another person in that member's family, if over the age of 18, may vote for that member.
- (c) In the event of any vote resulting in a tie, the Chairman of the meeting shall have a deciding vote. Voting shall be by a show of hands.
- (d) At any meeting, unless a poll is demanded by the Chairman or by five or more members present, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact, without proof of the number or portion of the votes received in favour of or against such resolution.
- (e) If a poll is demanded it shall be taken forthwith in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn before the poll is taken.
- (f) All voting at elections when an office is contested shall be by secret ballot. If a candidate does not receive a majority of the votes cast at an election on the first ballot, the candidate receiving the least number of votes shall be dropped from the ballot and a further vote shall be taken and so on until one candidate secures a majority of the votes.

### **BOARD OF DIRECTORS**

6.

- (a) The Board of Directors of the Association shall consist of the following Officers:
  - 1. Immediate Past President
  - 2. President
  - 3. Vice-President
  - 4. Secretary

5. Treasurer
6. Director of Community Events
7. Director of Membership
8. Director of Community Development
9. Director of Facilities & Booking
10. Director of Traffic
11. Director of Safety
12. Director of Newsletter & Advertising
13. Director of Historic Mount Royal Beautification

- (b) The Officers shall constitute the Board of Directors of the Association.
- (c) All Officers (other than the Immediate Past President) shall be elected by a majority vote of members at each annual meeting of the Association. The term of office shall be for one (1) year and shall continue until the next succeeding annual meeting of the Association at which time an election of such Officers shall occur. In the event that the Board of Directors determines that it is in the best interests of the Association to appoint additional officers, the Board of Directors may, between annual meetings, appoint one or more additional officers of the Association to serve until the next annual meeting but the number of additional officers shall not at any time exceed one-third (1/3) of the number of officers who held office at expiration of the last annual meeting of the Association.
- (d) All Officers shall be members in good standing of the Association and shall be 18 years of age or older.
- (e) The Board of Directors shall be responsible for the maintenance of the general well-being of the Association and the promotion of its aims and objects.
- (f) The Board of Directors, subject to these bylaws and to any directions given to it by majority vote at any meeting of the Association properly called constituted, shall have full control and management of the business and affairs of the Association provided that the Board of Directors shall not be entitled to enter into transactions relating to the acquisition or disposition of land, the construction or renovation of any building, the sale or disposition of any property, or the borrowing of money except as authorized by a Special Resolution of the Association. Meetings of the Board of Directors shall be held as often as the business of the Association shall require and at least once every three months, and shall be called by the President. A special meeting of the Board of Directors may be called on the written request of any two members of the Board of Directors. Such request shall be delivered to the President or in his absence, to the Vice President, which request shall state the business to be brought before the meeting.

- (g) Meetings of the Board of Directors shall be held as often as the business of the Association shall require and at least once every three months, and shall be called by the President. A special meeting of the Board of Directors may be called on the written request of any two members of the Board of Directors. Such request shall be delivered to the President or in his absence, to the Vice President, which request shall state the business to be brought before the meeting.
- (h) All votes at meetings of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. However, a resolution in writing signed by all of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.
- (i) Meetings of the Board of Directors shall be called by two days notice in writing either given by mail or delivery to the home of each member of the Board of Directors or by telephone or by email.
- (j) Any five members Of the Board of Directors shall constitute a quorum for a meeting.
- (k) In case an Officer dies, resigns or ceases to be a member in good standing of the Association, or for any reason becomes unable or ineligible to attend to the duties of his office, the Board of Directors may appoint a member to fill the vacancy thereby created for the unexpired portion of the term of office of such Officer.
- (l) An Officer may retire from his office by giving notice to the Association in a meeting, or to the Secretary of the Association in writing and such retirement shall take effect in accordance with such notice.
- (m) The office of any Officer shall *ipso facto* be vacated if he ceases to be a member in good standing of the Association or if he is absent from three consecutive meetings of the Board of Directors, unless he has, for cause, been excused.
- (n) Any member of the Board of Directors or any Officer may be removed from office by a majority vote of those members in good standing for any cause which the Association may deem reasonable.
- (o) The President shall preside as Chairman at all meetings of both the Board of Directors and of the Association and shall be an *ex officio* member of all committees.
- (p) The Vice-President or failing him, any Officer appointed by the remainder of the Board of Directors shall perform the duties of the President in the absence of the President, or the President and Vice-President, as the case may be.
- (q) The Secretary shall act as Secretary at all meetings of both the Association and the Board of Directors and shall take and keep separate minutes of such meetings, and shall keep a roll of the members of the Association and such other records as the Board of Directors may direct.
- (r) The Treasurer shall receive all monies collected or otherwise received on the behalf of the Association, if requested issue receipts therefore, pay all accounts when properly approved and keep accounts, receipts and vouchers for the same. He shall

deposit the funds of the Association in such bank or banks as the Board of Directors may direct. He shall, together with the President, Vice-President or Secretary, sign on behalf of the Association all bills, notes, cheques, debentures and all other papers and documents which pertain to the finances of the Association. At the annual meeting of the Association he shall present a statement of the affairs of the Association for the preceding fiscal year after the same has been duly audited and shall report on the financial position of the Association as often as required by the Association in a meeting.

- (s) The books, accounts and records of the Association shall be audited at least once each year by a duly qualified chartered accountant elected by the members for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor to the members at the annual meeting of the Association.
- (t) The books and records of the Association may be inspected by any member of the Association at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. Each member of the Board of Directors shall at all reasonable times have access to such books and records.
- (u) Each of the Directors of Community Events, Membership, Community Development, Facilities, Traffic , Safety, Historic Mount Royal Beautification and Newsletter and Advertising shall, unless otherwise directed by the Board of Directors, establish a committee of interested members, shall make known to the Association the names, addresses and where possible, telephone numbers of such chosen members and shall convene and preside over the meetings of that committee.
- (v) No Association member shall expend any money of the Association or incur any indebtedness on behalf of the Association, without express authority to do so first being duly given by the Executive.
- (w) Unless authorized at an annual or special meeting of the Association, no Officer or member of the Association shall receive any remuneration for his services as such, but he shall with the approval of the Executive be entitled to be indemnified by the Association in respect of expenses incurred by him on behalf of the Association. Any remuneration paid to Officers or members for services rendered to the Association other than acting as an Officer or member shall be reported to all members in the annual audited financial statements.
- (x) Each Officer of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that every Officer of the Association and his heirs, executors, administrators, successors and assigns and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or things whatsoever made, done or permitted by him or any other Officer or Officers in or about the execution of his or their office, and

also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own gross negligence or fraud.

### **DUTIES OF COMMITTEES**

7.

- (a) The Board of Directors may from time to time authorize the establishment of committees as may be required to deal with issues and events affecting the Association.
- (b) The Board of Directors shall establish the mandate for such committees and shall approve the operations and responsibilities of such committees.
- (c) Each committee shall be chaired by an Officer or member of the Association and shall report to the Board of Directors at its meetings.
- (d) The Board of Directors may prepare and issue such directives as it deems necessary for the effective operation of any activity which is the responsibility of any committee and it shall be the duty of such committee to see that the provisions of such directives shall be followed.

### **PROCEDURES**

8. The rules contained in the most recent edition of "Roberts Rules of Order" shall govern the proceedings of the Association in all cases to which they are applicable provided that they are not inconsistent with these bylaws or with the provisions of The Societies Act, as amended from time to time.

### **AMENDMENTS TO BYLAWS**

9. Subject to compliance with the requirements of The Societies Act, as amended from time to time, these bylaws may be rescinded, altered or added to by special resolution of the Association, notice of which has been given in the manner herein provided. If there is a conflict between the Act and any part of these bylaws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these bylaws to the extent necessary to remedy that conflict without any action on the part of the Association.

### **ADMINISTRATION**

10.

- (a) The fiscal year of the Association shall end on the 30<sup>th</sup> day of June of each year.
- (b) The financial statements required to be filed with the Registrar pursuant to The Societies Act, as amended from time to time, shall be audited and signed by two Officers other than the Treasurer.

### **BORROWING POWERS**

11. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it shall think fit and in particular by the issue of debentures, but this power shall be exercised only under the authority of the by-laws of the Association, and in no case shall debentures be issued without a Special Resolution of the Association having been passed.

### **SIGNING OFFICERS**

- 12.
- (a) All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the Association shall be signed by any two of the President, Vice-President, Treasurer or Secretary.
  - (b) All contracts and documents requiring execution by the Association shall be signed by the Secretary together with any one of the President, Vice-President or the Treasurer, or by such persons as the resolution approving any such contract or document shall designate.

### **SEAL**

13. The seal of the Association shall be kept by the President or the Association and shall be used only with the prior authorization of a resolution of the Board of Directors, and whenever used shall be authenticated by the signature or signatures of such Officer, Officers or other person or persons as such resolution may designate, or failing such designation by any two of the President, the Vice-President and the Secretary.

### **NOMINATIONS**

- 14.
- (a) At least five weeks prior to the election of Officers at the annual meeting, the President shall appoint a nominating committee. The committee will consist of the President, Immediate Past President, one other Officer and two members at large.
  - (b) At least fourteen days prior to the election of Officers, a copy of the nominating committee's report shall be mailed to all members, together with a notice calling the annual meeting.
  - (c) Further nominations will be received up until the actual time of the election. Any further nomination must be proposed by two members in good standing.
  - (d) All members nominated to run for office must consent to accept their nomination.

### **COMMITTEE FINANCES**

- 15.
- (a) The Chairperson of each committee shall submit a budget to the Treasurer within the time specified by the Executive, setting out the anticipated amount of revenues and expenditures of that committee for the forthcoming fiscal year.
  - (b) When authorized by the Executive, an Officer shall have the power to requisition funds within the limit of such authorization. Receipts or vouchers shall be produced to the Treasurer covering all previous expenditures when each requisition is made by the Officer and each Officer shall at least one month prior to the fiscal year end of the Association make a final accounting of all funds received by him to the satisfaction of the Treasurer.
  - (c) All monies received or collected by any Officer from the operations of his committee shall be immediately paid over to the Treasurer or deposited in the Association's bank account and the Treasurer shall be so advised by delivery of a stamped copy of the deposit slip.

### **CHARITABLE NATURE OF THE ASSOCIATION**

16. To enable the Association to qualify as a charitable organization under the Income Tax Act:
- (a) The Association will operate without the purpose of gain for any of its members and the Officers of the Association will receive no remuneration for their services as such.
  - (b) In the event of dissolution or winding-up of the Association, all of its remaining assets will be distributed to the City of Calgary or a Canadian charitable organization selected by the Executive of the Association.

### **REGULATIONS**

17. The Board of Directors shall have full power to make such regulations not inconsistent with the bylaws as it may from time to time consider necessary for the government and well being of the Association and conduct of its members, and to publish, post and enforce the same. Such regulations shall take effect upon posting or promulgation in a prominent position in the place of meetings of the Association as shall from time to time be selected or upon mailing the same by ordinary post to each member at his address last recorded in the records of the Association.

### **GAMING ACCOUNT**

19. At the time of dissolution, funds held in the gaming account or the consolidated gaming account must be returned to Alberta Gaming or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

These amended by-laws were approved by the members of the Association at the annual meeting duly called and held on the 13th day of November, 2013.

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Jeff Nichol

Vice-President, 2013

Mount Royal Community Association