CITADEL COMMUNITY ASSOCIATION

BYLAWS

Amended Bylaws 2003

ARTICLE 1 – PREAMBLE

1.1 The Association

The name of the Association is the Citadel Community Association, which may also be known or referred to as CCA or the Association.

1.2 The Bylaws

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

1.3 Amendments

The Association's registered objectives and/or these Bylaws may be altered, rescinded or added to by the General Membership by special resolution as defined in the Societies Act RSA 2000,Chapter S-14 and amendments thereto.

Proposed amendments should be presented in writing to the Secretary at least twenty days in advance of the General Meeting.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meaning.

2.1.1 **Act**: means the Societies Act RSA 2000, ChapterS-14 as amended, or any statute substituted for it.

2.1.2 **Adult**: means any person of legal voting age.

2.1.3 **Annual General Meeting (AGM)**: means the annual general meeting described in Article 5.3.

2.1.4 **Association**: means Citadel Community Association.

2.1.5 **Board of Directors or Board**: means the Directors of this Association as a group.

2.1.6 **Bylaws**: means the Bylaws of this Association as amended.

2.1.7 **Community**: means a defined geographic area and residents thereof, identified by name, and recognized as such by the Association.

2.1.8 **Director**: means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.9 **Executive**: means the Executive Committee or Board of Directors

2.1.10 **General Meeting**: means the Annual General Meeting and any Special General Meeting.

2.1.11 **Majority**: means more than half (1/2) of the votes cast, except as otherwise noted in these Bylaws.

2.1.12 **Member**: means a member of the Association.

2.1.13 **Member in Good Standing**: means an adult whose annual membership dues and other fees are paid, and whose membership is not under suspension.

2.1.14 **Special General Meeting (SGM)**: means the special general meeting described in Article 5.5.

2.1.15 **Special Resolution**: means a resolution passed by the vote of not less than seventy five percent (75%) of those persons personally and entitled to vote at a meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given.

2.1.16 **Quorum**: means the number of members of the Association who must be present in order to legally transact business.

2.1.17 **Voting Member**: means a General Member in Good Standing or an Honorary Member holding voting privileges per

section 4.1.2.

2.2 Interpretation

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

2.2.1 **Singular and plural**: words indicating the singular number also include the plural and vice-versa.

2.2.2 **Headings**: are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 **Liberal Interpretations**: These Bylaws must be interpreted broadly and generously.

ARTICLE 3 – GEOGRAPHIC BOUNDRIES

The Association shall represent the community designated as Citadel by the City of Calgary.

ARTICLE 4 – TYPES OF MEMBERSHIP

4.1	**Classification of Memberships**	
	(a) General Member	
	(b) Honorary Member	
	(c) Commercial Member	
	(d) Non-Resident Member	
	4.1.1.	**General Members**

		To become a General Member, an individual must:	
		(a)	be a related member of a single household residing within the geographical boundaries described in Section 3.1.
		(b)	pay the prescribed annual membership fee as set by the Board of Directors.
		Rights and Privileges of a General Member:	
		(a)	be entitled to such privileges as established from time to time by the Board of Directors.
		(b)	be entitled to one vote each at the AGM or SGM. However, they must be eighteen years (18) of age or over, and in good standing as described in Section 2.1.13.

	4.1.2.	**Honorary Members**	
		To become an Honorary Member, an individual must:	
		(a)	have had a resolution passed at a Board of Directors meeting recognizing the contributions of the individual to the Association or its objects.
		Rights and Privileges of an Honorary Member:	
		(a) (b)	shall be entitled to such privileges as established from time to time by the Board of Directors. not be entitled to voting privileges, unless a resident of the community of Citadel, in which case the honorary member will be entitled to one vote each at the AGM or SGM if they are eighteen years (18) of age or over and in Good Standing as described in Section 2.1.13.

	4.1.3	**Commercial Members**	
		To become a Commercial Member, a business must:	
		(a)	pay the prescribed annual membership fee as set by the Board of Directors.
		Rights and Privileges of a Commercial Member:	
		(a)	be entitled to such privileges as established from time to time by the Board of Directors.
		(b)	shall not be entitled to voting privileges.

	4.1.4	**Non-Resident Members**	
		To become a Non-Resident Member, an individual must:	
		(a)	not be a related member of a single household residing within the geographical boundaries described in Section 3.1.
		(b)	Pay the prescribed annual membership fee as set by the Board of Directors.
		Rights and Privileges of a Non-Resident Member:	
		(a)	be entitled to such privileges as established from time to time by the Board of Directors.
		(b)	shall not be entitled to voting

			privileges
4.2	**MEMBERSHIP FEES**		
	4.2.1	**Setting Membership Fees**	
		The Board decides annual membership fees for each category of Members.	
4.3	**EXPIRATION, SUSPENSIONS AND RESIGNATIONS OF MEMBERSHIP**		
	4.3.1.	**Expiration of Membership**	
		The term for all Memberships should be established by the Board of Directors.	

	4.3.2	**Suspension of Membership**
		The Board, at a Board of Directors Meeting, may suspend any type of membership for causes deemed reasonable by a three-quarter's (3/4) vote of the Directors in attendance at a duly constituted meeting of the Board of Directors.
		A Member who has been recommended for suspension shall be given notice at least two (2) weeks prior to the Board of Directors meeting at which his/her status is to be reviewed, at which time the said Member shall have the opportunity to be heard or to submit a statement in writing. Immediately upon suspension, all rights and privileges as a Member are removed.
		Members who have been suspended may, upon application for reinstatement, be reinstated as a Member in Good Standing by a three-quarter (3/4) vote of the Directors in Attendance at a duly constituted meeting of the Board of Directors.

		Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause the society may deem reasonable.
	4.3.3	**Resignations**
		The holder of any type of membership may withdraw from membership by giving written notice to a member of the Board of Directors, and the refunding of any monies or membership fees shall be at the discretion of the Board of Directors. The resignation is considered effective immediately.

ARTICLE 5 – MEETING OF THE ASSOCIATION

5.1 Attendance of Meetings

All Annual, Special and General Meetings of the Association shall be open to the

public, except that all or part of any meeting may be closed, by a majority of the votes cast by those entitled to vote and are present.

5.2 Chairing the Meeting

The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Directors to chair.

5.3 The Annual General Meeting

(a) the Annual General Meeting shall be held within one hundred twenty days (120) of the fiscal year end and shall be open to all Members of the Association as well as all residents of Citadel and invited guests. The Board of Directors set the place, day and time of the meeting.

(b) due notice shall be given to each Member of the Association no less than twenty-one (21) days prior to the meeting date which notice shall include the agenda for the meeting and notice of any special resolutions to be presented to the membership.

5.4 The business of the Annual General Meeting shall include (but not be limited to):

(a) President's Report of the year's activities;

Treasurer's Report and the annual financial statements of which sufficient copies are to be available for examination and viewing by the members present;

Election of Directors;

Any other business of the Association; except no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given.

(b)

(c)

(d)

The order of business shall be at the discretion of the President.

5.5 Special General Meeting

(a) A Special General Meeting shall be called by the President within thirty (30) days of receipt of a petition signed by at least twenty-five (25) Voting Members in good standing setting forth the reasons for calling such meeting. However, if a petition is received in June, July, August, the President shall have sixty (60) days within which to call the Special General Meeting.

(b) The President may call a Special General Meeting at any time

to expedite any matter that requires immediate membership attention and or authority.

(c) All Special General Meetings shall be open to all Association Members as well as all residents of Citadel and invited guests.

(d) Due notice shall be given to each Member of the Association no less than twenty-one (21) days prior to the meeting date which notice shall include the agenda for the meeting and notice of any special resolutions to be presented to the membership.

(e) The order of business shall be at the discretion of the President. The business of the Special General Meeting shall include the items outlined in the agenda and any other business of the Association; except no vote shall be taken on any matter requiring notice of Special Resolution unless such notice has been given.

5.6 Board of Director Meetings

(a) Board of Director Meetings shall be held no less than once every three (3) months and shall be open to all Association Members as well as all residents of Citadel and invited guests.

(b) Due notice shall be given to each member of the Board of Directors no less than seventy-two (72) hours prior to the

meeting date.

5.7 Executive Officer Meetings

(a) Executive Officer Meetings shall be held as deemed necessary by the Executive Officers.

(b) Due notice shall be given to each Executive Officer no less than forty-eight (48) hours prior to the meeting.

5.8 Committee Meetings

(a) Committee Meetings shall be held whenever deemed necessary by the relevant Committee chairman.

(b) Due notice shall be given to each member of a Committee no less than twenty-four (24) hours prior to the meeting.

5.9 Means of Delivery

Due notice of the General Meetings shall be considered to be given when the same is provided by two or more of the following methods:

(1) Notice is posted on a notice board designated for such purpose by the Board of Directors.

(2) Notice is contained in the community newsletter, website, or a city-wide newspaper.

(3) Notice is mailed, hand delivered, delivered via fax or email.

(4) Verbal notice, either in person or telephone.

Due notice for all other meetings shall be considered to be given when the same is provided by one or more of the above methods.

ARTICLE 6 – QUORUMS

6.1	**Annual and Special General Meetings**		
	An official quorum shall be fifteen (15) Voting Members in Good Standing including a simple majority of the Board.		
6.2	**Board of Director Meetings**		
	An official quorum shall be four (4) members of the Board of Directors.		

6.3	**Executive Officer Meetings**
	An official quorum shall be three (3) Executive Officers.
6.4	**Committee Meetings**
	An official quorum shall be two (2) members of the Committee.
6.5	**Failure to Reach Quorum**
	If a Quorum is not present, the meeting is cancelled and reset with full notice again.

ARTICLE 7 – VOTING

7.1 Vote

Each Voting Member has one (1) vote at every General Meeting. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.

Each Director has one (1) vote at every Board of Director Meeting. A show of hands decides every vote at every Board of Director Meeting. A ballot is used if at least three (3) Directors request it.

Each Executive Officer has one (1) vote at every Executive Officer Meeting. A show of hands decides every vote at every Board of Director Meeting. A ballot is used if at least two (2) Executive Officers request it.

7.1.1 Tie-break Vote

At all meetings, the President votes only to make or break a tie.

7.1.2 At all meetings, of the Association whether Annual, General, Special, Board or Executive, every question shall be decided by a simple majority of the votes cast by the members present unless otherwise required by the Bylaws or the Association, or by law.

7.1.3 Voting shall be by a show of hands unless a poll is demanded.

ARTICLE 8 – ADJOURNMENT

8.1 Adjournment

Meetings may be adjourned with the consent of the majority of the eligible voting members at the meeting.

ARTICLE 9 – THE GOVERNMENT OF THE ASSOCIATION

9.1 Structure

The Association shall be governed by its Members through a Board of Directors.

9.2 Number

The Board of Directors shall consist of a minimum of seven (7) members and a maximum to be determined by the board all of whom must be Voting

Members. This Board shall then elect a maximum of five (5) Executive Officers of the Association from the members of the Board of Directors at a meeting of the Board of Directors called by the President as soon as reasonably possible after the Annual General Meeting at which such Directors were elected. The immediate Past President of the Association shall be an ex-officio Executive Officer. The remaining members of the Board of Directors shall be known as Directors at Large.

The Executive Officers for the Association shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President.

9.3 Term

The Board of Directors, with the exception of the Immediate Past President, shall be elected at each Annual General Meeting by the General Membership and shall hold term as Directors until the first meeting of the Board of Directors elected at the next Annual General Meeting. The Immediate Past President shall automatically be a Director for the period immediately following his/her last term as President until his/her successor as President ceases to hold office.

No member of the Board of Directors shall hold the same Executive Office

position for more than two (2) consecutive terms except by a three-quarter (3/4) vote of the Directors in attendance at a duly constituted meeting of the Board of Directors.

9.4 Authority

The Board of Directors shall have vested authority to act on behalf of and in the best interest of the Association. The Board of Directors shall be governed by the Association's registered Bylaws. The Board of Directors may extend its authority only through amendments to the registered objects and/or Bylaws.

Internal rules governing the operation of the Association may be established from time to time by a majority vote of the Directors in attendance at a duly constituted meeting of the Board of Directors provided such rules do not exceed the authority permitted by these Bylaws or the Societies Act RSA 2000, Chapter S-14, and amendments thereto.

Committees may be formed and chairpersons may be appointed at the discretion of the Board of Directors. Chairpersons of such committees shall be Directors but the other members of the Committees, subject to Article 9, need not be Directors.

9.5 Remuneration

No Member of the Board of directors shall receive remuneration of any kind for Board of Directors services, unless approved by a three-quarter (3/4) vote of the General Members in attendance at a duly constituted Annual General Meeting or a Special General Meeting.

9.6 Removal of Directors

Any member of the Board of Directors may be relieved of his/her duties and authorities for causes deemed reasonable by a three-quarter (3/4) of the Directors in attendance at a duly constituted meeting of the Board of Directors.

A Director who has been recommended for removal shall be given notice at least two (2) weeks prior to the Board of Directors meeting at which his/her status is to be reviewed, at which time the said Director shall have the opportunity to be heard or to submit a statement in writing. Directors who

have been removed may, upon application for reinstatement, be reinstated as a Director in good standing by a three-quarter (3/4) vote of the Directors in attendance at a duly constituted meeting of the Board of Directors.

9.7 Vacancies

Any vacancies on the Board of Directors may be filled from the General Membership on a majority vote of the Directors in attendance at a duly constituted meeting of the Board of Directors. The replacement Director(s) shall complete the term of the Director(s) being replaced.

9.8 Resignations

A Director may resign from their position as a Director by providing written notice to a member of the Board of Directors. The resignation is considered effective immediately upon receipt by an Executive Officer of the Board.

ARTICLE 10 - DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

10.1 Duties of the Officers of the Association

President

- Acts as the spokesperson for the Association

- Supervises the affairs of the Board

- Chairs all meetings of the Association, when present

- Coordinates, motivates and mediates with the Association's Board of Directors, committees, or other group within the Association.

- Shall be an ex-officio member of all committees established by the Board of Directors.

Vice President

- Assists the President and perform the duties of the President in his/her absence.

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.

- Carries out other duties assigned by the Board.

Secretary

- Shall be responsible for recording and maintaining minutes of all meetings of the Board of Directors and all Annual and Special General Meetings.

- Maintain records of correspondence and other documents pertinent to the Association's business.

- Preparing and filing all notices and returns required by the Societies Act RSA 2000,Chapter S-14, and amendments thereto.

- Circulating all meeting notices.

- Ensure that the minute book for the Association (including a current copy of the registered Bylaws, the latest annual financial statements, and a complete list of members and Directors) is present at all Board of Director meetings, Annual General Meeting and Special General Meeting.

- Carries out other duties assigned by the Board.

Treasurer

- Responsible for all financial matters of the Association (including, without limitation, the preparation of annual budgets and financial statements).

- Reporting of the same to the Board of Directors from time to time and the General Membership at the Annual General Meeting.

- Carries out other duties assigned by the Board.

Immediate Past President

- Shall assist the Board of Directors in an advisory capacity.
- Shall have a vote at all meetings of the Board of Directors
- Shall provide continuity in the Board of Directors.
- Carries out other duties assigned by the Board.

Director at Large

- Carries out duties as assigned by the Board.

Committees

- Committees may be formed by the Board of Directors as they deem necessary for the regular operation of the Community

Association and its endeavors.

10.2 Indemnity

The Association shall forthwith indemnify and save the Directors of the Association and each of them, both past and present, harmless from and against any liabilities, losses, costs, claims, actions or damages of any kind of nature whatsoever, whether direct or indirect and whether contractual or tortuous, to which such Directors may be put incur or suffer as a result of or in any way attributable to any act or omission, whether negligent or otherwise, if such Directors while conducting or carrying out their duties as Directors save to the extent such liabilities, losses, costs, claims, actions or damages are a direct result of or directly attributable to the gross negligence or willful misconduct of such Directors.

ARTICLE 11 – FINANCE AND OTHER MANAGEMENT MATTERS

11.1	**Fiscal Year**

	The Association’s fiscal year shall end on August 31st in each calendar year.	
11.2	**Limits of Spending**	
	The annual budget for the Association shall be approved by a three-quarter (3/4) vote of the Directors in attendance at a duly constituted meeting of the Board of Directors in advance of the Annual General Meeting falling within the fiscal year covered by the aforesaid budget.	
	The limits of spending for Association funds not covered in approved annual budget are as follows:	
	1)	Up to and including $500.00 – approval of two Executive Officers.
	2)	Over $500.00 – approval of a three-quarter (3/4) vote of the Directors in attendance at a duly constituted meeting of the Board of Directors or in the event of an emergency (which term as used herein shall include the threat of immediate danger or injury to

		individual or damage to any other assets of the Association), by the approval of two Executive Officers.
11.3	**Accounts and Audits**	
	The books and accounts of the Association shall be kept in accordance with sound and generally accepted accounting practices (as defined by the Canadian Institute of Chartered Accountants) and shall be examined within ninety (90) days of each fiscal year end by a professional accountant(s), being an accountant holding the professional designation certified Management Accountant, Certified General Accountant or Chartered Accountant, appointed by a simple majority of the Directors in attendance at a duly constituted meeting of the Board of Directors. The accountant shall not be a member of the Board of Directors.	
11.4	**Signing Officers**	
	All cheques drawn on the Association's bank account shall be signed by the Treasurer (the President or Vice President in the Treasurer's absence) and one other Executive Officer.	

11.5	**Borrowing**
	No member of the Association may incur or secure a loan or debt on behalf of the Association without the prior authorization of a three-quarter (3/4) vote of the Voting Members in attendance at a duly constituted Special General Meeting or Annual General Meeting.
11.6	**Community Funds**
	Any monies raised in the name of the Association by an individual or group shall be the property of the Association and shall be administered by the Board of Directors.

ARTICLE 12 – INSPECTION

12.1 Inspection

All books and records of the Association may be inspected by any member of the Association at the normal place of business of the Association upon fifteen (15) days written notice to any Executive Officer of the Association.

ARTICLE 13 – RULES OF ORDER

13.1 Roberts Rules of Order

In the event the Association's Bylaws, objects, and internal rules established from time to time by the Board of Directors and the Societies Act 1980 and amendments thereto do not address all matters which may arise, Roberts Rules of Order shall be used as a guide to the extent they do not conflict with the foregoing.

ARTICLE 14 – DISSOLUTION OF ASSOCIATION

14.1 Dissolution

In the event that the Association is dissolved, any funds or assets remaining after paying all debts and obligations (including those with the City of Calgary License of Occupation) shall be donated to a registered charity recognized under the act, as determined by a simple majority of the Board of Directors at the time of dissolution.

Signature:	Address: Postal Code:
Print Name:	

Signature:	Address: Postal Code:
Print Name:	

Signature:	Address: Postal Code:
Print Name:	

Signature:	Address: Postal Code:
Print Name:	

Witness

Signature:	Address: Postal Code:
Print Name:	