



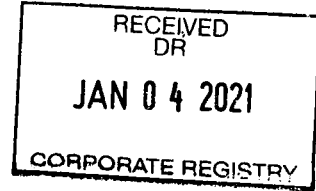
11950 Country Village Link NE Calgary, Alberta T3K 6E3

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Serving Country Hills, Country Hills Village, Coventry Hills, Harvest Hills and Panorama Hills

CR2100133 0108

SPECIAL RESOLUTION



December 15, 2020

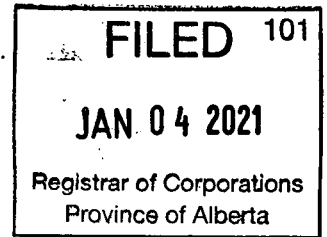
I hereby certify that the following special resolution was passed at a meeting of the members of Northern Hills Community Association on November 29, 2020.

The by-laws were changed as follows:

- The existing by-laws are repealed and replaced by the attached by-laws.

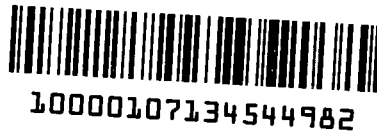
The objectives were changed as follows:

- The existing objectives are repealed and replaced by the attached objectives.



Ian McAnerin
President
Northern Hills Community Association
president@nhca.ca

Amanda Mauch
Secretary
Northern Hills Community Association
secretary@nhca.ca



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Province of Alberta

The logo for Northern Hills Community Association features a stylized arch over the word "Hills". The word "Northern" is in a serif font, "Community" is in a smaller serif font, and "Hills" is in a large, bold serif font. Below "Hills" is the word "Association" in a serif font.

**Northern Hills
Community Association**

**Northern Hills Community Association
Bylaws
November 29, 2020**

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1 PREAMBLE

1.1 The Society

- 1.1.1 The name of the society is the Northern Hills Community Association (hereinafter referred to as the "Association").
- 1.1.2 The Association is incorporated under the Societies Act of the Province of Alberta.
- 1.1.3 The objects of the Northern Hills Community Association shall be in accordance with the application for Incorporation filed and registered with the department of Consumer and Corporate Affairs, Corporate Registry, Government of the Province of Alberta on the 31st day of January 1993.

1.2 Boundaries

- 1.2.1 The geographical boundaries of the Association shall include the following communities in Calgary, Alberta, Canada: Country Hills, Country Hills Village, Coventry Hills, Harvest Hills, and Panorama Hills.

1.3 Interpretation of These Bylaws

- 1.3.1 Singular terms include the plural, and plural the singular;
- 1.3.2 The word "person" includes corporations and societies;
- 1.3.3 Wherever reference is made to any Article, such reference will be deemed to extend and apply to any amendment to such Article as the case may be.
- 1.3.4 The headings used in these By-Laws are inserted for reference purposes only and are not to be construed as the terms or provisions thereof. Headings are set out only for the readers' guidance

1.4 Definitions in These Bylaws

- 1.4.1 "Acclamation" – the situation during an election in which only one person has been nominated for a position and that person is subsequently affirmed to the position by a Simple Majority Vote.
- 1.4.2 "Act" refers to the Societies Act, R.S.A. 2000 c. S-14, and the regulations made thereunder as amended from time to time by the Government of Alberta;
- 1.4.3 "Adult" – any human person aged 18 years or older.
- 1.4.4 "Annual General Meeting" or "AGM" – an annual meeting open to all Members in Good Standing.
- 1.4.5 "Article" – a numbered section of these bylaws.
- 1.4.6 "Association" or "Community Association" – generally an organization representing a residential community incorporated under the Societies Act of Alberta that may provide facilities, programming, and services without reference to ethnic origin, religion or political affiliation. Within these bylaws the terms refer specifically to the Northern Hills Community Association.
- 1.4.7 "Board" or "Board of Directors" – the group of Voting Members who have been elected or appointed to oversee the affairs of the Association;

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- 1.4.8 "Books" – means minutes of Board of Director meetings, minutes of Annual General Meetings, minutes of Special General Meetings, financial records and contracts but excluding in-camera minutes, personnel, and client contracts;
- 1.4.9 "Bylaws" or "By-laws" – means the bylaws of the Association from time to time in force and effect;
- 1.4.10 "Director" – means any person occupying a position on the Board of Directors, by whatever name called;
- 1.4.11 "Executive Director" or "General Manager" is a title given to the highest-ranking managing staff member of the Association and is not, and shall not be, a member of the Board of Directors.
- 1.4.12 "Fiscal Year" – a twelve (12) month period commencing on January 01 of a year and ending on December 31 of the following year.
- 1.4.13 "General Meeting" – means Annual General Meeting and Special General Meeting
- 1.4.14 "Good Standing" – when referring to a member, is an indication that the member's rights and privileges have not been rescinded pursuant to Article 2.6.
- 1.4.15 "Household" – a property having a distinct City of Calgary address within which one or more persons reside.
- 1.4.16 "Immediate Family" refers to a person's spouse or common-law partner; dependent child or a dependent child of the person's spouse or common-law partner; parent or step-parent or the parent or step-parent of the person's spouse or common-law partner; guardian or tutor.
- 1.4.17 "Immediate Presence" may refer to physical or virtual attendance at a meeting, so long as it is in real time.
- 1.4.18 "Major Decision Vote" – a vote on a motion applicable to a topic listed in Article 5.6.1. In order to pass, the motion requires a) Quorum be met and b) a vote of 75% or more in favour.
- 1.4.19 "Notice" or "Proper Notice" – information given pursuant to Article 5.7, by any practically available media including but not limited to e-mail, newsletters, social media, and website, stating the date, time, location and purpose of a meeting. The Notice may be augmented by signage throughout the community.
- 1.4.20 "Officer" – means a person elected or appointed to act as an Executive Officer of the Board;
- 1.4.21 "Policy and Procedures" – administrative rules and guidelines created and amended by the Board from time to time with respect to the management and governance of the Association, which may elaborate on the proper functioning of the Association and are consistent with the bylaws.
- 1.4.22 "Proper Notice" – see "Notice."
- 1.4.23 "Quorum" – the minimum attendance required at a meeting of the Association in order to vote on a motion.
- (a) Quorum for Board of Directors meetings is 51% of the Directors.
- (b) Annual General Meetings and Special General Meetings, require twenty (20) Voting Members who are eligible to vote in accordance with Article 2.3

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- 1.4.24 "Simple Majority Vote" – a vote that requires more than fifty percent (50%) in favour to pass.
- 1.4.25 "Special General Meeting" or "Special Meeting" – a meeting of the Association, open to all Members in Good Standing, called outside of the Annual General Meeting and Board of Director meetings to address one or more specific issues, pursuant to Article 5.10.
- 1.4.26 "Special Resolution" is defined in the Act, Section 1(d) and means:
- (a) a resolution passed
 - (b) at a general meeting or special meeting of which notice was given Pursuant to Section 5.7, specifying the intention to propose the resolution has been duly given, and
 - (c) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy, or
 - (d) a resolution proposed and passed as a Special Resolution at a general meeting or special meeting of which notice has been given Pursuant to Section 5.7, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (e) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

1.5 Amendments

- 1.5.1 The Association may, by Special Resolution of its members, amend or change its name, objects, or By-Laws.

2 MEMBERSHIP

2.1 Classification of Memberships

2.1.1 The following classifications of membership shall be designated:

- (a) Voting Membership
- (b) Non-Voting Membership

2.2 Guidelines

2.2.1 Membership permits Members to have the rights and privileges subject to the duties and obligations set out by these Articles.

2.2.2 Members shall not take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.

2.2.3 Membership in the Association is non-transferrable.

2.2.4 The Association may set different types of Voting and Non-Voting Memberships with different fees, durations, and eligibility criteria, so long as they do not conflict with the Basic Eligibility requirements.

2.3 Voting Membership

2.3.1 Basic Eligibility - a Voting Membership may be held by

- (a) a single human person who;
- (b) Has a permanent residence within the borders of the Association, and;
 - i. Whose membership is current.
- (c) a household who;
 - i. Has a permanent residence within the borders of the Association, and;
 - ii. Whose membership is current.

2.3.2 Voting Members in Good Standing have the right to:

- (a) attend Annual General Meeting and any Special General Meeting of the Association;
- (b) a single vote at any Annual General Meeting or Special General meeting of the Association pursuant to Article 5.5
- (c) stand for nomination or appointment as a Director.

2.4 Non-Voting Membership

2.4.1 Basic Eligibility - A Non-Voting Membership may be held by

- (a) a single human person who;
 - i. Resides outside the borders of the Association, and;
 - ii. Whose membership is current.
- (b) a Business
- (c) Other entities determined by the Board of Directors

2.4.2 Non-Voting Members in Good Standing have the right to:

- (a) attend Annual General Meeting and any Special General Meeting of the Association;

2.4.3 A Non-Voting Member may not

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- (a) vote at any meeting of the Association.
- (b) stand for nomination or appointment as a Director.

2.5 Fees

2.5.1 The membership fees, classes, types, and expiration dates shall be established by the Board of Directors as long as they do not conflict with the Basic Eligibility requirements.

2.6 Membership Status Changes

2.6.1 A member may withdraw from any membership by giving a written notice of intention to withdraw to a member of the Board of Directors or the Association Office; and the refunding of any monies or membership fees will be at the sole discretion of the Board of Directors.

2.6.2 A membership may be revoked for any member;

- (a) who is in arrears for fees for any membership
- (b) whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or whose conduct represents a willful breach of these By-Laws subject to a vote of three fourths of the Board of Directors.

2.6.3 Change of Address of Membership

- (a) The residents of a Household for which a Voting or Non-Voting Membership has been purchased shall give notice to the Association in a timely manner of any change of address.
- (b) If all residents of a Household for which a Voting Membership has been purchased move to an address outside of the established borders of the Association, the Membership shall automatically change to a Non-Voting Membership.
- (c) If all residents of a Household for which a Non-Voting Membership has been purchased move to an address within the established borders of the Association the Membership shall be eligible to change to a Voting Membership.
- (d) If only some of the residents of a registered Household change address, the Membership shall be deemed to belong to the Household at the original address registered with the Association.

2.7 Membership Register

2.7.1 The Secretary shall ensure the maintenance of an accurate register of the Membership of the Association, which shall be kept current, confidential and in safe storage.

2.8 Limitation of the Liability of Membership

2.8.1 No Member, in their individual capacity, shall be held liable for any debt or liability of the Association unless such debt or liability is the result of that Member's own willful negligence.

3 BOARD OF DIRECTORS

3.1 Structure

3.1.1 The Association shall be governed by its members, through a Board of Directors which shall strive to ensure that all areas of the Association are represented.

3.2 Number

3.2.1 The Board of Directors shall consist of a minimum of five (5), and a maximum of twenty (20), including elected members and the Immediate Past President.

3.2.2 The offices of President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected from the members of the Board by members of the Board.

(a) The remaining members of the Board of Directors shall be known as Directors.

3.2.3 The Executive Officers shall consist of the Officers listed in 3.2.2 and must be voting members in good standing.

3.2.4 The Executive Officers who form the Executive Committee shall have and shall exercise all the powers of the Board of Directors between meetings of the Board, provided that the Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors, and at each meeting of the Board of Directors, the Executive Committee shall report on all its actions since its previous report, and any action or proceeding shall be subject to approval by the Board.

3.3 Term

3.3.1 The term of every Board member shall be for a period of two (2) years. Any Board member may serve maximum four (4) consecutive terms.

3.3.2 For the purposes of Board member terms, a "year" is defined as the period between an AGM and the subsequent AGM the following year. No term shall expire before an AGM can provide the opportunity to re-elect the Board member or elect a replacement.

3.3.3 Upon the vacation of their office or the resignation of a Director pursuant to section 3.9-11 during their tenure, the Board may appoint a new Director who shall hold office for the unexpired term of the vacant office. This period shall not count as a term against the replacement Director's term limits if it is for less than 50% of the remaining term. It shall count as a full term if it is 50% or more of the remaining term.

3.3.4 No member shall hold the same Office on the Executive for more than two consecutive terms, except by a three-quarter majority vote of the general membership in attendance at an annual or Special General Meeting.

3.4 Authority

- 3.4.1 The Board of Directors will have vested authority to act on behalf, and in the best interests, of the Association. The Board of Directors shall be governed by the Association's registered By-Laws. The Board of Directors may extend its authority only through amendments to the Registered Objects and/or By-Laws.
- 3.4.2 Internal rules governing the operation of the Association may be established by a majority vote of the Board of Directors provided such rules do not exceed authority permitted by these By-Laws or the Societies Act.

3.5 Qualifications and Remuneration of Officers/Directors

- 3.5.1 Each Director elected shall be a member of the Association in good standing and shall serve with no remuneration other than a Membership during their term
- 3.5.2 Directors, Staff, and Members may be reimbursed for expenses incurred through Association activities with prior approval from the Board of Directors.

3.6 Protection and Indemnity of Directors

- 3.6.1 Every Director is provided the following protection by the Association:
- (a) The Association indemnifies each Director against all costs or charges that result from any act performed in their role for the Association provided it is not an act of fraud, dishonesty or bad faith.
 - (b) No Director is liable for the acts or omissions of any other Director of the Association.
 - (c) No Director is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association.
 - (d) Directors may rely on the accuracy of any statement or report prepared by the Association's auditor or other advisors; Directors are not held liable for any loss or damage as a result of acting on that statement or report.

3.7 Conflict of Interest

- 3.7.1 The Board of Directors is responsible for ensuring that all business decisions are made solely for the benefit of the Association as a whole.
- (a) A Director or member who may be, or may appear to be, in a conflict of interest position must disclose that conflict of interest, whether proven or not, prior to the matter being discussed, and recuse themselves from involvement in the decision-making process.
- 3.7.2 Any Director or other Member who may have a conflict of interest at any meeting shall:
- (a) Advise the Board of the potential conflict prior to the matter being discussed
 - (b) If requested as a result of Simple Majority Vote of the Board, exit the meeting until the matter has been resolved and
 - (c) Not participate in the voting process for the matter in question.
- 3.7.3 The Board shall not include two people from the same immediate family.

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3.8 Election of Directors

- 3.8.1 The Board of Directors shall be elected at the Annual General Meeting by Simple Majority Vote of the general membership in attendance.
 - (a) Nominations for a Director position may be presented, in writing, to the Secretary prior to the Annual General Meeting, may be nominated from the floor at the Annual General Meeting, or may be volunteers wishing to let their name stand for election. All nominees must acknowledge their acceptance of the nomination.
 - (b) A motion from the floor may be made to waive the ballot. If this motion has unanimous support, then the nominees shall be elected by acclamation.
- 3.8.2 The Board of Directors shall be allowed to appoint additional members to the Board, without calling a Special Meeting; however, they may not exceed the maximum number of Board Members, pursuant to Article 3.2.1.

3.9 Removal of Officers/Directors

- 3.9.1 Directors may be removed before the expiration of their term by:
 - (a) The Board, or
 - (b) Regular Members
- 3.9.2 Removal of a Director by the Board
 - (a) The Board may remove any Director before the expiration of their term for:
 - i. Conduct deemed improper, unbecoming, or likely to endanger the interest or reputation of the Association, or
 - ii. Wilfully committing a breach of the bylaws and/or Code of Conduct, or
 - iii. Wilfully being in conflict of interest, or failing to disclose conflict of interest or potential conflict of interest, pursuant to Article 3.7, or
 - iv. Failing to inform the Board of any issues of which they may be aware that may have a negative impact on the Association, or
 - v. Failing to attend three (3) or more Board of Director or Special meetings of the Association without reasonable excuse during the period between successive Annual General Meetings.
 - (b) The Board may remove any Director through the following procedure:
 - i. By submitting to the Secretary, or other Director appointed by the Board, not less than ten (10) days before a scheduled Board meeting, a written request for an in-camera review for the purpose of removing the Director from their position, containing details of their complaint, and
 - ii. By notifying the Director in question in writing of the charge or complaint against them not less than seven (7) days before a scheduled Board meeting, and
 - iii. Giving the Director an opportunity to be heard and to present a defense at the Board meeting, and
 - iv. Passing a resolution in favour of removal through a Major Decision vote of the other Directors at the Board meeting.

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- v. The resolution as decided by the Board is then final; if the Director is not removed, that person shall continue to hold that Director position in accordance with Article 3

3.9.3 Removal of a Director by Voting Members

- (a) Members may remove any Director before the expiration of their term by
 - i. Requesting a Special General Meeting pursuant to Article 5.10, and
 - ii. Upon receiving the request, The Association notifies in writing the Director in question, as well the Secretary or other Director appointed by the Board, of the charge or complaint against the Director in question pursuant to Article 5.7, and
 - iii. Providing the Director an opportunity to be heard and present a defense at the Special General Meeting, and
 - iv. Passing a resolution in favour of removal through a Major Decision Vote by Directors and Regular Members who are present and eligible to vote at the Special General Meeting.
- v. The resolution as decided by the Major Decision Vote is then final; if the Director is not removed, that person shall continue to hold that Director position in accordance with Article 3

3.10 Re-Election After Removal

- 3.10.1 Any Director removed from the Board shall not be eligible to stand for election or appointment for a period of two (2) years from date of removal; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.
- 3.10.2 Any Director removed from the Board shall have their Membership reviewed for Good Standing status in accordance with Article 2.3.

3.11 Vacancies

- 3.11.1 A Director shall automatically terminate their position as Director and return all property and controls of the Association, and the Board of Directors may then declare the position vacated, if the Director:
 - (a) Ceases to hold a Voting Membership in good standing or
 - (b) Resigns by written notice to the Secretary or other Director appointed by the Board, or
 - (c) Fails to attend three (3) or more Board of Director or Special meetings of the Association without reasonable excuse during the period between successive Annual General Meetings, or
 - (d) Is removed from the position on the Board pursuant to Article 3.9.2, or
 - (e) s convicted of an indictable offence, or
 - (f) Becomes incapacitated to the extent of not being able to perform the duties of the position, or dies.

3.11.2 Any Director whose position on the Board has been terminated shall not be eligible to stand for election or appointment for a period of two (2) years from when the position was declared vacant; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.

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4 DUTIES OF BOARD OF DIRECTORS

4.1 General Duties and Responsibilities of the Board

- 4.1.1 The Board of Directors shall have and exercise full control and management of the business and affairs of the Association subject to:
- (a) The Association's Object and Bylaws
 - (b) Directions from Members, through Simple Majority Vote or Major Decision Vote as appropriate pursuant to Article 5.5, at any Annual General Meeting or Special General Meeting.
 - (c) All legal requirements
- 4.1.2 The Board is responsible for developing Terms of Reference for every Director and for reviewing the descriptions annually.
- 4.1.3 The Board shall develop, implement and adhere to policies and procedures for the proper operation of the Association and its facilities.
- 4.1.4 No Director, in accordance with Article 2.2.2, shall take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.
- 4.1.5 Directors of the Association shall, in fulfilling their duties and responsibilities, act honestly and in good faith with a view of the Association's best interest; furthermore, they shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.1.6 Additional duties as described in the applicable Terms of Reference including but not limited to
- (a) Preparing and approving an annual budget for the Association pursuant to Article 6.7
 - (b) Ensuring the filing, submitting and storing such returns, reports and other materials as required under the Societies Act or other statutes or laws and pursuant to Article 6.1

4.2 Specific Duties and Responsibilities of the President

- 4.2.1 In addition to the general duties and responsibilities of all Directors, the President shall:
- (a) Supervise the affairs of the Board,
 - (b) Chair all meetings of the Association, the Board, and the Executive,
 - (c) Act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or other member of the Board as is reasonably appropriate in the circumstances,
 - (d) Be a designated signing authority on all bank accounts and the principal signing authority on all contracts, official documents and correspondence of the Association, and
 - (e) Be an ex-officio member of all committees of the Board.
- 4.2.2 The President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

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4.3 Specific Duties and Responsibilities of the First Vice-President

- 4.3.1 In addition to the general duties and responsibilities of all Directors, the First Vice President shall:
 - (a) Assist the President and Second Vice President generally in the performance of the President’s duties,
 - (b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President,
 - (c) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association,
 - (d) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required, and
 - (e) Assume the duties of the Treasurer or Secretary in their absence.
- 4.3.2 The First Vice President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

4.4 Specific Duties and Responsibilities of the Second Vice-President

- 4.4.1 In addition to the general duties and responsibilities of all Directors, the Second Vice President shall:
 - (a) Assist the President and First Vice President generally in the performance of the President’s duties,
 - (b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President,
 - (c) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association ,
 - (d) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required, and
 - (e) Assume the duties of the Treasurer or Secretary in their absence.
- 4.4.2 The Second Vice President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

4.5 Specific Duties and Responsibilities of the Secretary

- 4.5.1 In addition to the general duties and responsibilities of all Directors, the Secretary shall:
 - (a) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required,
 - (b) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association,
 - (c) Ensure accurate minutes and attendance records are kept at all meetings other than committee meetings,
 - (d) Conduct correspondence on behalf of the Association,
 - (e) Ensure that a Register of Membership is kept in accordance with Article 2.7,

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- (f) Cause all Notices of various meetings to be sent in accordance with Article 5.7,
 - (g) Ensure that all records of the Association, other than financial records, are properly maintained, including these bylaws and the Policies and Procedures,
 - (h) Keep the seal of the Association, and
 - (i) Determine if Quorum is met at meetings in accordance with Article 5.2
- 4.5.2 The Secretary position will serve for (1) term or (2) consecutive years before they must go through the election process again.

4.6 Specific Duties and Responsibilities of the Treasurer

- 4.6.1 In addition to the general duties and responsibilities of all Directors, the Treasurer shall:
- (a) ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board within thirty days after receipt,
 - (b) Be responsible for the care, custody, control and maintenance of the finances and financial records of the Association including but not limited to:
 - i. Providing a regular report of the financial position of the Association, and
 - ii. Ensuring that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting, and
 - iii. Ensuring the filing of the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the bylaws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
 - (c) Be a designated signing authority for all bank accounts,
 - (d) At the direction of the President or the Vice President, be a designated signing authority on contracts entered into on behalf of the Association, and
 - (e) Chair any finance committee created by the Board.
- 4.6.2 The Treasurer position will serve for (1) term or (2) consecutive years before they must go through the election process again.

4.7 Specific Duties and Responsibilities of the Directors

- 4.7.1 In addition to the general duties and responsibilities of the Board, a Director shall:
- (a) Be an active participant in at least one committee,
 - (b) Perform tasks and duties assigned to them by other Directors if:
 - i. the President and the Director to whom the task or duty will be assigned are both in agreement with the assignment; and
 - ii. There is no objection from the Executive Committee

4.7.2 The term of a Director shall serve for a period of two (2) years. Any Director may serve four (4) consecutive terms.

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5 MEETINGS

5.1 General

- 5.1.1 All Annual General, Special General and Board of Directors meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, 12th edition or later, to the extent that they are not inconsistent with the Societies Act or the bylaws of the Association.
- 5.1.2 Business may be transacted at Annual General, Special General and Board of Directors meetings provided there is Quorum.

5.2 Quorum

- 5.2.1 Quorum is the minimum attendance required at a meeting of the Association in order to vote on a motion.
 - (a) An official quorum for the Annual General Meeting and all Special Meetings shall be at least twenty (20) voting members in good standing, and in Immediate Attendance at said meeting.
 - (b) The official quorum for Board of Directors Meetings shall be at least 51% of the total number of Directors in good standing, and in Immediate Attendance at said meeting.
- 5.2.2 Should there fail to be Quorum at any duly called Board of Directors meeting within thirty (30) minutes from the scheduled start time, votes and motions at that meeting shall be ratified at the next scheduled meeting of the Board; otherwise such business shall be null and void.
- 5.2.3 Should there fail to be Quorum at any Annual General Meeting or Special General Meeting of the Association within sixty (60) minutes from the scheduled start time,
 - (a) The meeting shall be dissolved,
 - (b) The Board shall set a new meeting date at the earliest possible time pursuant to Article 5.7, and
 - (c) All business intended to be ratified at the originally scheduled meeting shall be addressed at the rescheduled meeting.

5.3 Attendance Allowed at Meetings

- 5.3.1 Annual General and Special General Meetings of the Association shall be open to everyone except:
 - (a) Members who are not in Good Standing,
 - (b) Anyone disallowed by Major Decision Vote of the Board, or
 - (c) At times when the Board moves into an in-camera session
- 5.3.2 All other meetings of the Association are by invitation only.

5.4 Meeting Chair

- 5.4.1 The President shall preside at Annual General, Special General and Board of Directors meetings, or in their absence, the First Vice-President or Second Vice President, or in their absence any such other Officer as may be agreed to by all members present.

5.5 Voting

- 5.5.1 Voting at any Annual General Meeting or Special General Meeting shall require:
- (a) Immediate presence, and
 - (b) Shall be by show of votes unless a ballot is requested by any Director or other Voting Member in Good Standing.
 - i. When a ballot is required, it shall be taken in such a manner as the chairperson shall direct.
 - ii. The vote for a Household that is entitled to vote will be issued to the first adult resident of the Household who requests it and whose rights and privileges have not been rescinded.
 - (c) There shall be no voting by proxy permitted
 - (d) During an election, if any position is not filled by acclamation, the outcome shall be determined by a plurality vote; i.e. the Regular Member who receives the most votes is elected to the applicable position on the Board.
- 5.5.2 Voting at any Board of Director Meeting shall require:
- (a) Immediate presence
 - (b) A single vote per Director
- 5.5.3 All motions to be determined at Annual General and Board of Directors meetings shall be decided by Simple Majority Vote unless otherwise required pursuant to Article 5.6 or the Societies Act of Alberta.
- (a) A declaration by the chairperson that a resolution has been carried or not carried with an entry to that effect in the minutes of the Association shall, in the absence of dispute at the time of the declaration, be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution.

5.6 Major Decisions

- 5.6.1 The following decisions of the Association require a Major Decision Vote (75% or $\frac{3}{4}$):
- (a) Special Resolutions
 - (b) Budgets, pursuant to Article 6.7
 - (c) Fees of the Association (Membership, Registration and or other User Fees)
 - (d) Borrowing, pursuant to Article 6.9
 - (e) Bylaw amendments, pursuant to Article 1.5
 - (f) Expenditures of \$50,000.00 or greater pursuant to Article 6.6.1 (c)
 - (g) Designation of signing authority, pursuant to Article 6.8
 - (h) Rescinding or reinstating of Membership rights and privileges pursuant to Article 2.6

- (i) Removal of Directors pursuant to Article 3.9
- (j) Distributing Assets and Dissolving the Association pursuant to Article 6.10
- (k) Restricting meeting attendance pursuant to Article 5.3.1(b)

5.7 Notice of Meeting

- 5.7.1 Notice shall be given to all Households entered on the Register of Membership at least twenty-one (21) days prior to any Annual General Meeting or Special General Meeting.
- (a) Notice for every Annual General Meeting and Special General Meeting shall be given in writing in a manner approved by the Secretary, which may include by any practically available media including, but not limited to: email, newsletters, social media, and website; and may be augmented by signage throughout the community.
- 5.7.2 Notice by e-mail, or other electronic means, shall be given to each Director at least seven (7) days, if possible, prior to any Board of Directors meeting except where the Board has set a recurring series of dates, times and locations.
- (a) Notice is not required for a Board meeting immediately following an Annual General Meeting if held solely for organizational purposes.
- 5.7.3 A Notice shall state:
- (a) Meeting date, time and location, and
 - (b) The agenda and sufficient detail of the meeting to enable attendees to form a reasonable understanding of the business to be transacted.
- 5.7.4 A statement by the President that Notice has been given pursuant to the bylaws shall be sufficient and conclusive evidence of such Notice.
- 5.7.5 An error or omission in the Notice shall not invalidate the meeting nor void any proceedings undertaken, provided a best effort was made to give Proper Notice.
- 5.7.6 When a meeting is adjourned to a specified date, time and location pursuant to Article 5.2.3, notice is not required for the subsequent meeting.

5.8 Agenda

- 5.8.1 The agenda for Annual General, Special General and Board of Directors meetings of the Association shall be included in the Notices of those meetings.
- 5.8.2 All motions intended to be presented at an Annual General Meeting or Special General Meeting shall be included in the agenda.
- 5.8.3 Only matters listed in the agenda will be considered at an Annual General Meeting or Special General Meeting of the Association.
- 5.8.4 The agenda for a Board of Directors meeting may be amended prior to approval of the agenda at the start of the meeting.

5.9 Annual General Meeting

- 5.9.1 The Annual General Meeting shall be held within five (5) months of each fiscal year end, at such time and place as may be determined by the Board of Directors.

- 5.9.2 The order of business shall be at the discretion of the chairperson, provided that, in general, the business and reports relating to the preceding fiscal year shall take place before the election of the Directors.
- 5.9.3 The agenda of the Annual General Meeting shall include, but not be limited to:
- (a) The approval of Minutes of the last Annual General Meeting and any Special Meeting held during the year,
 - (b) President's report of the year's activities, including a review of the significant initiatives pursued by the Board,
 - (c) Treasurer's report including presentation of the audited financial statements of the Association for the preceding fiscal year and the Board's performance relative to the budget for the preceding fiscal year,
 - (d) Appointment of the auditor for the current fiscal year,
 - (e) Reports from Directors,
 - (f) Elections to fill any vacant positions on the Board for the upcoming year, and
 - (g) Any other business of the Association provided that no vote shall be taken on any matter, unless Proper Notice has been given.
- 5.9.4 Motions presented at an Annual General Meeting require a Majority Vote (51%) in favour, unless otherwise indicated in Article 5.6, of quorum present, pursuant to Article 5.2, in order to pass.

5.10 Special General Meetings

- 5.10.1 A Special General Meeting may be called to deal with one or more specific items.
- 5.10.2 A Special General Meeting shall be called by the Secretary if:
- (a) The President or a majority of the Board of Directors issues written instructions to do so, or
 - (b) A written request from at least twenty-five (25) Voting Members in good standing is submitted to the Board; such request shall include the reason for the Special General Meeting and any motions intended to be considered at the meeting.
- 5.10.3 The Board shall convene a meeting within thirty (30) days of:
- (a) The Board decision to call a Special General Meeting as outlined in 5.10.2(a)
 - (b) Receipt of a Special General Meeting request as outlined in 5.10.2(b)
- 5.10.4 Motions presented at a Special General Meeting require a Major Decision Vote (75% or $\frac{3}{4}$) of a quorum, pursuant to Article 5.2, in favour in order to pass.
- 5.10.5 Notice of Special General Meetings shall be provided pursuant to Article 5.7.

5.11 Board of Directors Meetings

- 5.11.1 Within one month of the Annual General Meeting, the newly elected Board of Directors shall hold its first meeting, at which it shall elect from the Directors, a President, First Vice-President, Second Vice-President, Secretary and Treasurer.

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- 5.11.2 The Board of Directors shall meet at least once a month, except during the months of July, August and December, where meetings shall be called if necessary, at such time and place as the President, or in their absence, the First Vice-President, shall designate.
- 5.11.3 The business which the Board of Directors shall be empowered to deal and transact shall be of a general nature; but shall have the duty to inform and advise members in such matters and recommend course of action.
- 5.11.4 At such meetings, each Director shall have one vote on each matter requiring a vote and, in the event of a tie, the Director acting as Chair of the meeting shall have the deciding vote.
- 5.11.5 The Board may, at any time, appoint or hire such advisors or staff as it deems necessary in the carrying out of its duties and functions. Any or all of the appointees or staff may, by Board invitation, attend Board Meetings but shall have no vote there at.

5.12 Meetings Held Electronically

- 5.12.1 Except as otherwise provided in these bylaws, meetings of the NHCA may be conducted through use of Internet meeting services designated by the President that support:
- (a) Both named and anonymous voting
 - (b) Supports visible displays identifying those participating,
 - (c) Identifying those seeking recognition to speak,
 - (d) Showing (or permitting the retrieval of) the text of pending motions, and
 - (e) Showing the results of votes.
- 5.12.2 These electronic meetings shall be subject to all rules adopted by the Board to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the rules of order, but may not otherwise conflict with or alter any rule or decision of the NHCA.
- 5.12.3 An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

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6 FINANCES

6.1 Books and Records

- 6.1.1 The books and records of the Association may be inspected by any member in good standing upon giving reasonable notice to the Officer in charge of the same.
- 6.1.2 The Books and Records of the Association:
 - (a) May be inspected by Members of the Association at the Annual General Meeting
 - (b) May be inspected at any time at the registered office of the Association upon giving reasonable notice to the Director having charge of the books
 - (c) May be inspected by persons who are not Members of the Association if conferred by law or authorized by the Directors.
- 6.1.3 The Treasurer will provide oversight to and/or receive incoming and outgoing transactions and review all financial records to provide any required reports at all meetings of the financial status of the Association.

6.2 Corporate Seal

- 6.2.1 The Board has adopted a seal of the Association.
- 6.2.2 The Secretary shall have control and custody of the seal unless the Board decides otherwise.
- 6.2.3 The use of the seal shall be determined by the Board.

6.3 Insurance

- 6.3.1 Adequate insurance coverage on facilities and operations of the Association shall be maintained and reviewed by the Board of Directors or its designated agent on an annual basis

6.4 Fiscal Year End

- 6.4.1 The Association's fiscal year shall end on December 31st, of each calendar year.

6.5 Audit

- 6.5.1 The audit of the books, accounts and records of the Association shall be carried out at least once each Fiscal Year by a qualified accountant.
 - (a) Any such auditor may not place any Director of the Board in a Conflict of Interest Position
 - (b) The Board shall determine any remuneration for such services.
- 6.5.2 The formal Audit report, together with the financial statements of the Association for the previous Fiscal Year, shall be submitted at each Annual General Meeting.

6.6 Limits of Spending

- 6.6.1 The authorities for expenditure of the Association for allocated items are:
 - (a) Less than or equal to \$2,000.00 - any two (2) signing Officers

- (b) Expenditures greater than \$2,000.00 - approval of fifty-one percent (51%) of the Board of Directors
- (c) Capital Expenditures towards a single project greater than \$50,000.00 shall require approval of fifty-one percent (51%) of the general membership in attendance at an Annual General or Special General Meeting.

6.6.2 The Board may proceed with an expenditure when the expenditure is required in an emergency situation to protect the facilities of the Association, provided the expenditure is then ratified pursuant to parts 6.6.1 (b) and 6.6.1 (c) as soon as is feasible.

6.7 Budget

6.7.1 The budget addresses financial requirements associated with current and future plans for the community.

6.7.2 The budget approval process shall:

- (a) Allow for adequate discussion and consultation prior to reaching final decisions
- (b) Provide a guideline and timetable to assist in attaining goals

6.7.3 The budget shall be subject to a Major Decision Vote at a Board of Directors meeting.

6.8 Signing Officers

6.8.1 The Signing Officers of the Association shall be the President, Secretary, Treasurer, First Vice-President and Second Vice-President. All cheques drawn on the Association's bank account shall be signed by any two signing officers, subject to:

- (a) Any cheque or payment payable to a signing Director shall not be signed by that Director
- (b) Any cheque or payment payable to a person with whom a Director may be in a conflict of interest position shall not be signed by that Director

6.9 Borrowing

6.9.1 For the purposes of carrying out its objects, the Association may borrow or realize and secure the payment of money in such manner as it shall require.

6.9.2 The Association may grant and issue promissory notes, mortgages and debentures, provided this power shall be exercised only by Special Resolution.

6.9.3 The credit card spending limit shall be no greater than \$5000, unless changed by Special Resolution.

6.10 Dissolution of Association

6.10.1 In the event of dissolution of the Association and after paying debts and liabilities, the remaining assets including proceeds from gaming will be disbursed to eligible charitable groups or purposes; or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group or purpose approved by the Board.

6.11 Regulations

- 6.11.1 The Board of Directors shall have full power to make such regulations, procedures, and policy not inconsistent with the By-Laws as it may from time to time consider necessary for the governance and well-being of the Association and the conduct of its members, and to publish, post and enforce the same.
- 6.11.2 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 publication in the Board Manual, or upon mailing or emailing the same by ordinary post to each member at their last known address (email or physical), as according to the records kept by the Association.