

# Northern Hills Community Association



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Province of Alberta

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

## SPECIAL RESOLUTION – BYLAWS AMENDMENTS

I hereby certify that the following special resolution was passed at the 2015 Annual General Meeting of the members of the NORTHERN HILLS COMMUNITY ASSOCIATION (506285899) on April 14<sup>th</sup>, 2016.

The by-laws were changed as follows:

Proposed resolutions (amendments) to the bylaws were distributed to the Membership over 21 days in advance of the 2015 AGM, and were listed on the distributed agenda. Copies of the current bylaws were available at the meeting. **The following amendments were passed by a majority vote for each motion:**

1. Motion: "Be it resolved that the NHCA amend Article III, Section 2, paragraph 2, by removing "plus the immediate past President"."
2. Motion: "Be it resolved that the NHCA amend Article III, Section 3 (a), which will now read as: "The term of every Board member shall be for a period of two (2) years. Any Board member may serve four (4) consecutive terms"."
3. Motion: "Be it resolved that the NHCA amend Article III, Section 3 (b), by removing: "Board of"."
4. Motion: "Be it resolved that the NHCA amend Article III, Section 4 (b), by removing: "and are approved at the first Board Meeting, following the election of a Board of Directors.". "
5. Motion: "Be it resolved that the NHCA amend Article III, Section 7 (a), by removing: "There is an option to also elect the position of Chairman, and do such other things as shall be required to commence the Association's year of operations.". "
6. Motion: "Be it resolved that the NHCA amend Article III, Section 9 (c), by removing: "without just cause", and replacing it with: "in writing to the President"."
7. Motion: "Be it resolved that the NHCA amend Article IV, Section 1, by adding: "The President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.". "
8. (a) Motion: "Be it resolved that the NHCA amend Article IV, Section 2, sentence 2, by changing it to: "The First Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.". "
- (b) Motion: "Be it resolved that the NHCA amend or add the same sentence as in Article IV, Section 2, sentence 2, to the rest of the Board Executive: the Treasurer, Secretary and 2nd Vice President."
9. Motion: "Be it resolved that the NHCA delete Section 6 from Article IV."/

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10. Motion: "Be it resolved that the NHCA amend Article IV, Section 7, sentence 1, by adding: "or elected" "
11. Motion: "Be it resolved that the NHCA amend Article V, Section 3, by changing: "7 days" to "21 days" "
12. Motion: "Be it resolved that the NHCA amend Article VI, Section 3 (c), by changing "expenditures" to "Capital expenditures" and changing "\$25K" to "\$50K"."

Due to the large number of changes, the bylaws have been edited to reflect the amendments and two copies are enclosed with this letter, along with a copy of the AGM minutes. The new copies have been embossed with the Society's seal, and signed by two authorized Board Executive members.

Date: February 18, 2017

Signature:   
(original ink signature of authorized officer)

Name (Please print): Rick Lundy

Position: President

Date: February 18, 2017

Signature:   
(original ink signature of authorized officer)

LONNY MAH,  
TREASURER

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# THE SOCIETIES ACT

# NORTHERN HILLS

# COMMUNITY

# ASSOCIATION

February 16, 2017

**FILED 110**  
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\* The name of the Association shall be known as "Northern Hills Community Association", hereinafter referred to as "the Association".

ARTICLE I - BACKGROUND

1. OBJECTS

The objects of the 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.

2. BOUNDARIES

The geographical boundaries of the Association shall include all those lands in the geographical area of the City of Calgary, in the Province of Alberta, bounded by Stoney Trail on the North and West, Deerfoot Trail on the East; and Beddington Trail/Symons Valley Road on the South.

3. DEFINITIONS

In these By-

Laws:

- (a) "Act" refers to the Societies Act, R.S.A. 1980 c. S-18, and the regulations made thereunder as amended from time to time by the Government of Alberta;
- (b) "Board" – means the Board of Directors and Directors of the Association;
- (c) "Director" – means the Board of Directors and Directors of the Association and a member of the Board;
- (d) "Officer" – means a person elected or appointed to act as an Executive Officer of the Board;
- (e) "By-Laws" – means the by-laws of the Association from time to time in force and effect;
- (f) "Association" – means the Northern Hills Community Association;
- (g) "Books" – means minutes of Board meetings, minutes of Annual General Meetings, financial records and contracts but excluding personnel and client contracts;
- (h) "Meetings" – means Annual General Meeting, Board of Directors meetings, Executive meetings, Committee meetings and any other meetings set up by the Board of Directors of the Association;
- (i) "Special Resolution" – means
  - i. a resolution passed
    - (A) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given and

- (B) by vote of not less than 75% of those members who, if entitled to do so, vote in person;
- ii. a resolution proposed and passed as a special resolution at a general meeting of which not less than 21 days notice has been given, if all the members entitled to attend and vote at the general so agree, or;
- iii. a resolution consented to, in writing, by all the members who would have been entitled at a general meeting to vote on the resolution in person.

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#### 4. HEADINGS

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.

#### 5. AMENDMENTS

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

ARTICLE II – MEMBERSHIP

1. CLASSES OF MEMBERSHIP

The following classifications of membership shall be designated:

- (a) Voting Member
- (b) Non-Voting Member
- (c) Honorary Member
- (d) Small Business
- (e) Corporate

2. ELIGIBILITY

- (a) Any individual with permanent residence within the boundaries of the Association shall be eligible for a Voting membership in the Association upon payment of its annual membership fee, as set from time to time by the Board of Directors.
- (b) Any individual outside the boundaries of the Association shall be eligible for a Non-Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.
- (c) The Board of Directors may admit to "Honorary Membership" such other persons, as it in its discretion may deem advisable.
- (d) Small businesses operating within the boundaries of the Association shall be eligible for a Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.
- (e) Corporations will be allowed a Non-Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.

3. FEES

The membership fees for all classes of membership in the Association shall be in such amount as shall be established by resolution of the Board of Directors each year and shall be paying in advance. No fee to any household shall exceed the cost equal to three memberships.

4. WITHDRAWAL AND SUSPENSIONS

- (a) A member may withdraw from any membership by giving a written notice of intention to withdraw to a member of the Board of Directors, and the refunding of any monies or membership fees will be at the sole discretion of the Board of Directors.
- (b) Any member who is in arrears for fees for any membership year shall be automatically suspended at the expiration of three (3) months and shall thereafter be entitled to no membership privileges until reinstated. Any

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member suspended pursuant to these rules may be re-instated at the discretion of the Board of Directors.

- (c) The Board may, by vote of three fourths of its Directors present and eligible to vote, expel or suspend any member 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.

#### 5. VOTING PRIVILEGES

Each membership purchased, which has voting privileges will entitle the right to one vote.

ARTICLE III – BOARD OF DIRECTORS

1. STRUCTURE

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.

2. NUMBER

The Board of Directors shall consist of a minimum of seven (7), and a maximum of twenty-four (24) elected members and the Immediate Past President. No two members of the same household may be on the Executive on the Board of Directors simultaneously. 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. The remaining members of the Board of Directors shall be known as Directors at Large.

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

- (a) The term of every Board member shall be for a period of two (2) years. Any Board member may serve four (4) consecutive terms.
- (b) Upon the resignation of a Director or the vacation of their office for any reason during their tenure, the Board may appoint a new Director who shall hold office for the unexpired term of the vacant office.
- (c) No member shall hold the same Office on the Executive for more than two consecutive terms, except by a three-quarter majority of the general membership in attendance at an annual or Special General Meeting.

4. AUTHORITY

- (a) The Board of Directors will have vested authority to act on behalf of 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.
- (b) 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.

5. QUALIFICATIONS AND REMUNERATION OF OFFICERS/DIRECTORS

Each Director elected shall be a member of the Association in good standing and shall serve without remuneration.

6. NOMINATION OF DIRECTORS

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.

7. DIRECTORS MEETINGS

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

(b) 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.

(c) The business which the Board of Directors shall be empowered to deal and transact shall be of a general nature; it shall not be empowered to enter into land or building construction transactions, but shall have the duty to inform and advise members in such matters and recommend course of action.

(d) 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 Chairman of the meeting shall have the deciding vote.

(e) 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.

8. CORPORATE SEAL

The Association shall obtain a Corporate Seal, which shall be the responsibility of the Secretary and shall only be affixed to documents having been approved by the Board of Directors. Such documents shall carry the signature of the President and one other member of Executive.

9. REMOVAL OF OFFICERS/DIRECTORS

- (a) Any member of the Board of Directors may be relieved of their duties and authorities by a three-quarters majority vote of the Board of Directors.
- (b) An Officer/Director who has been recommended for suspension shall be given notice at least two weeks prior to a Board of Directors meeting at which time the said member shall have the opportunity to be heard or to submit a statement in writing.
- (c) Upon an Officer/Director being absent, in writing to the President, from three consecutive Board Meetings during the annual tenure, the Board may, by resolution forthwith, dismiss such Officer/Director without notice.

10. ELECTION

The Board of Directors shall be elected at the Annual General Meeting by simple majority vote of the general membership in attendance. 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.

11. APPOINTMENTS

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, which is set at twenty-four (24).

12. QUORUM

A quorum shall consist of 51% of valid members.

ARTICLE IV – DUTIES OF BOARD OF DIRECTORS

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1. PRESIDENT

The President is the Association's Chief Executive Officer, and is primary spokesperson of the Association. They fulfill a coordinating, motivating and mediating role with the Association's Board of Directors, committees or any other group within the Association. They are, by default, a member of all the committees set-up by the Association. The President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

2. FIRST VICE-PRESIDENT

The First Vice-President will assist the President and the Second Vice-President, as well as perform the duties of the President in their absence. The First Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

3. SECOND VICE-PRESIDENT

The Second Vice-President will assist the President and the First Vice-President, as well as perform the duties of Secretary in their absence. The Second Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

4. SECRETARY

The Secretary is responsible for recording and maintaining minutes of all Board of Directors, Special and General Meetings. The Secretary may be asked to perform documentation of pertinent Association business and correspondence as well as implement the due notice proceedings and collection of agenda items from the Board of Directors. The Secretary is responsible for the Association's official seal and keeping Community Distribution and Board Members email list up to date.

The Secretary must chair a committee or other duties delegated by the Board of Directors set up. The Secretary position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

5. TREASURER

The Treasurer is responsible for all financial transactions, financial accounts, budgets, and financial audit procedures and reporting of same to Board Members and those branches of government as may be required.

The Treasurer must chair a committee or other duties delegated by the Board of Directors set up. The Treasurer position will serve for (1) term or (2) consecutive years

before he/she must go through the election process again.

6. **DIRECTORS AT LARGE**

Directors at Large may be appointed or elected to chair committees set up by the Board of Directors. Directors at Large must be an active participant in at least one committee. They will be members of the Board of Directors without specific responsibilities.

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1. ANNUAL GENERAL MEETING

(a) The Annual General Meeting of the membership of the Association shall be held within four (4) months of the fiscal year end, at such time and place in the City of Calgary as may be determined by the Board of Directors for the purpose of transacting matters of policy and business concerning the Association as a whole, receiving all annual reports and financial statements and electing a Board of Directors for the next ensuing year.

(b) The following items of business shall be dealt with at the Annual General Meeting:

- i. The approval of Minutes of the last Annual General Meeting and any Special Meeting held during the year.
- ii. Business arising from the Minutes
- iii. Report of the President
- iv. Reports of the Directors and Treasurer
- v. Report from the reviewer of the Financial Statements
- vi. Appointment of Reviewer(s) of the Financial Statement for the ensuing year
- vii. New business
- viii. The election of the Board of Directors for the ensuing year

2. SPECIAL MEETINGS

Special Meetings of the membership of the association may be called by the Secretary upon the written instructions of the President, or by a majority of the Board of Directors; or upon the written request of not less than 25 members in good standing stating the purpose of, or reason for such intended meeting; addressed to the President (or Secretary) whereupon the Secretary shall, within thirty (30) days, convene such Special Meeting.

3. NOTICE OF MEETING

All members shall be notified of the Annual General Meeting and of all other Special Meetings of the association in writing, no less than twenty-one (21) days prior to the called meeting and shall include the agenda, and notice of By-law changes that may be presented to the membership. Notice shall be considered to be complete when delivery is made, either orally or in writing, to the member, by post office, by publication department of a local newspaper, or email. Notice shall be deemed sufficient by posting notice of the said meeting in the manner aforesaid bu posting notice of such meeting throughout the community.

4. QUORUM

An official quorum for the Annual General Meeting or all Special Meetings shall be Twenty (20) voting members in good standing, and in attendance at said meeting.

5. VOTING AND PRESIDING CHAIRMAN

- (a) The President shall preside at all meetings, or in their absence, the First Vice-President, or in their absence such other Officer as may be agreed to by all member's present.
- (b) Each adult (those 18 years of age and older) voting member in good standing and personally in attendance shall be entitled to one vote on all matters presented. There shall be no votes by proxy.
- (c) Unless otherwise required by these By-Laws, all decisions shall be decided by a simple majority of the votes cast by the members present and entitled to one vote.



ARTICLE VI – FINANCES

1. BOOKS AND RECORDS

- (a) The books and records of the Association may be inspected by any member in good standing at anytime upon giving reasonable notice to the Officer in charge of the same.
- (b) The Treasurer shall receive all monies paid to the Association, make disbursements as authorized, keep financial records and shall make required reports at all meetings of the financial status of the Association and of all audits of accounts dully conducted. The books and accounts of the Association shall be kept in accordance with generally accepted accounting procedures, and shall be audited annually, within three months of the fiscal year end. The audit shall be conducted by an independent firm of chartered accountants, or by two persons approved by the Board of Directors.

2. FISCAL YEAR END

The Association's fiscal year shall end on December 31<sup>st</sup>, of each calendar year.

3. LIMITS OF SPENDING

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 greater than \$50,000.00 shall require approval of fifty-one percent (51%) of the general membership in attendance at an Annual General Meeting; or Special Meeting.

4. SIGNING OFFICERS

The Signing Officers of the Association shall be the Treasurer, President, First Vice-President and Second Vice-President. All cheques drawn on the Association's bank account shall be signed by the Treasurer, and any one of the Executive Officers.

5. BORROWING

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, and without restricting the generality thereof, may grant and issue promissory notes, mortgages and debentures, provided however, this power shall be exercised only by Special Resolution.

6. DISSOLUTION OF ASSOCIATION

In the event of dissolution of the Northern Hills Community Association and after paying debts and liabilities, the remaining assets including proceeds from gaming will be disbursed to eligible charitable or religious 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 or religious group or purpose approved by the Board.

ARTICLE VII – REGULATIONS


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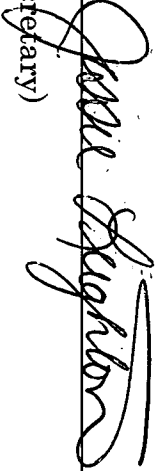
1. REGULATIONS

The Board of Directors shall have full power to make such regulations not inconsistent with the By-Laws as it may from time to time consider necessary for the government and well being of the Association and the conduct of its members 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 their last known address, as according to the records kept by the Association.

REVISED, DATED THIS 16<sup>th</sup> day of February, 2017

  
\_\_\_\_\_  
(President)

  
\_\_\_\_\_  
(Treasurer)

  
\_\_\_\_\_  
(Secretary)