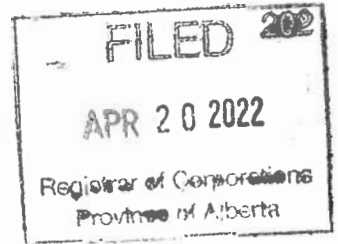


SCHEDULE A
2022 AMENDED AND RESTATED
CROSSROADS COMMUNITY ASSOCIATION
BYLAWS



1. PREAMBLE

- 1.1 The Crossroads Community Association is a not-for-profit society incorporated under the Societies Act of Alberta. It will be referred to throughout these Bylaws as the "Association".
- 1.2 This document sets out the Bylaws for the Association and regulates the business and affairs of the Association.

2. GENERAL

- 2.1 In these Bylaws, the following terms have the following meanings:
- (a) "**Act**" means the Alberta *Societies Act*, RSA 2000, c S-14, as amended or replaced from time to time;
 - (b) "**Adult**" means any person of legal voting age;
 - (c) "**Annual General Meeting**" or "**AGM**" means the annual meeting of the Members as described in section 4.7;
 - (d) "**Board**" means the Board of Directors of the Association;
 - (e) "**Board of Directors Meeting**" means a meeting of the Board as described in section 4.9;
 - (f) "**Chairperson**" means, with respect to a meeting of the Association or the Board, the President of the Association or any Director, Member, or other individual designated to chair that meeting by resolution of the Board;
 - (g) "**Community**" means the neighbourhoods within the boundaries of the Association, which are McKnight Blvd NE to the North, Memorial Drive SE to the South, Barlow Trail NE to the East, and Deerfoot Trail NE to the West;
 - (h) "**Committee Meeting**" means a meeting of a committee of the Board, as described in Section 4.10;
 - (i) "**Director**" means a Member elected or appointed to the Board;
 - (j) "**Executive**" means the executive committee of the Board, being the persons elected or appointed as Executive Officers;

- (k) "**Executive Officer**" means a Director who holds one of the following positions: President, 1st Vice President, 2nd Vice President, Secretary, or Treasurer;
- (l) "**Facility**" means the Crossroads Community Hall and associated amenities;
- (m) "**Family**" means up to two Adults and any number of children under the age of 18 living in the same residence;
- (n) "**Fiscal Year**" means the 12 month period commencing on October 1 and ending on September 30 of the following year;
- (o) "**General Meeting**" means an Annual General Meeting or a Special General Meeting, as applicable;
- (p) "**Hall Manager**" means the individual hired by the Executive to fulfil administrative functions related to the Facility;
- (q) "**Legally Related**" means any 2 or more persons associated through birth, adoption, marriage, common law marriage, or adult interdependent partnership;
- (r) "**Majority Vote**" means more than 50% of the votes cast by Voting Members who are present at the applicable meeting of the Association or the Board, respectively, except where otherwise noted in these Bylaws;
- (s) "**Member**" means a Regular Member, a Senior Member, an Associate Member, or a Business Member;
- (t) "**Member in Good Standing**" means a Member whose membership is valid, who has no outstanding fees owing to the Association, and who is not currently suspended from membership in the Association and has not been suspended from membership in the Association in the last 30 days;
- (u) "**Objects**" means the objectives or purposes for which the Association was incorporated under the Act, as amended from time to time;
- (v) "**Policies and Procedures**" means the administrative rules and practices created and amended by the Board from time to time respecting the management and governance of the Association and the Facility;
- (w) "**Proxy**" means a written authorization empowering a Member to vote or act in another Member's absence;
- (x) "**Register of Members**" means the register maintained by the Board containing the names and contact information of all Members;
- (y) "**Senior**" means an individual aged 50 or older;
- (z) "**Special General Meeting**" or "**SGM**" means a special meeting of the Members as described in section 4.8;

- (aa) **"Special Resolution"** means a resolution passed:
 - i. at a **General Meeting** of which not less than 21 days' notice specifying the intention to propose the resolution has been given; and
 - ii. by the vote of not less than 75% of Voting Members in attendance at the meeting.
- (bb) **"User Groups"** means any not for profit groups as approved by the Board;
- (cc) **"Voting Member"** means a Director or Member in Good Standing who is entitled to vote at a given meeting.

2.2 Unless otherwise specified, the following rules of interpretation apply to these Bylaws:

- (a) Words indicating the singular number also include the plural, and vice versa;
- (b) Pronouns in the masculine, feminine, or neuter gender must be construed to include any other gender;
- (c) The word "person" must be read to include corporations and associations;
- (d) Headings are inserted for convenience only, and do not affect the interpretation of these Bylaws;
- (e) Any reference to a specific number of days prior to a meeting must not include the date of the applicable meeting in calculating the number of days; and
- (f) These Bylaws are to be interpreted broadly and generously, in line with the objectives of the CCA.

2.3 Except as otherwise provided in the Act, the Board has the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Objects of the Association.

3. MEMBERSHIP

3.1 The acceptance of Members by the Association must be without regard to race, religious beliefs, colour, gender, gender identity, gender expression, physical or intellectual ability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation.

3.2 Members must abide by and uphold these Bylaws and all Policies and Procedures of the Association.

3.3 There are four types of Membership in the Association, being:

- (a) Regular Members;

- (b) Senior Members;
- (c) Associate Members; and
- (d) Business Members.

3.4 Regular Members

- (a) a Regular Membership may be obtained by an Adult or a Family residing within the Community, upon payment of the applicable membership fee.
- (b) A Regular Membership obtained by a Family entitles each of up to two Adult members of the Family to be registered individually as Regular Members.
- (c) Each Adult listed on a Regular Membership has the right to vote as a Regular Member pursuant to these Bylaws.
- (d) Each Adult listed on a Regular Membership may be elected or appointed to the Board, subject to the requirements of Article 5 of these Bylaws.
- (e) A Regular Member will automatically become an Associate Member upon moving out of the Community.

3.5 Senior Members

- (a) A Senior Membership may be obtained by up to two Seniors residing at the same residence within the Community upon payment of the applicable membership fee.
- (b) Where a single Senior Membership is obtained for two Seniors residing at the same residence, each such Senior will be registered individually as a Member.
- (c) Each Senior listed on a Senior Membership has the right to vote as a Senior Member pursuant to these Bylaws.
- (d) Each Senior listed on a Senior Membership may be elected or appointed to the Board, subject to the requirements of Article 5 of these Bylaws.
- (e) A Senior Member will automatically become an Associate Member upon moving out of the Community.

3.6 Associate Members

- (a) An Associate Membership may be obtained by an Adult, Family, or Senior residing outside the Community upon payment of the applicable membership fee.
- (b) An Associate Membership obtained by a Family entitles each of up to two Adult members of the Family to be registered individually as Associate Members.

- (c) Associate Members may attend and speak at all meetings of the Association, but have no rights to make motions or vote.
- (d) Only one of the Adults listed on an Associate Membership may be elected or appointed to the Board at a given time.
- (e) Any Associate Member elected or appointed to the Board is entitled to vote as a Director and as a Regular Member pursuant to these Bylaws for the duration of that Member's election or appointment to the Board.
- (f) An Associate Member will automatically become a Regular Member upon moving into the Community.

3.7 Business Members

- (a) A Business Membership may be obtained by a business operating within the Community upon payment of the applicable membership fee.
- (b) A Business Member must appoint a representative from the business as a contact for the Association, and must provide the Secretary of the Association with that individual's contact information. The Business Member may change its contact information at any time with notification to the Secretary.
- (c) The representative of a Business Member may attend and speak at all meetings of the Association, but has no rights to make motions or vote.
- (d) The representative of a Business Member may not be elected or appointed to the Board in their capacity as a Business Member representative.

3.8 Rights and Privileges of Membership

- (a) All Members are entitled to attend and speak at all meetings of the Association and of the Board, and to receive notice of same.
- (b) Regular and Senior Members in good standing may vote at any General Meeting, provided their membership was purchased at least 21 days prior to such meeting.
- (c) Regular, Senior, and Associate Members may participate in User Group programs supported by the Association.
- (d) Regular, Senior, and Associate Members in Good Standing may stand for nomination and appointment as a Director, subject to the requirements of Article 5 of these Bylaws.
- (e) The Board may determine other benefits of membership pursuant to its Policies and Procedures.

3.9 Membership Fees and Terms of Membership

- (a) The membership fee for each category of membership will be established and may be amended from time to time by a Majority Vote at any General Meeting.
- (b) The membership year is September 1 to August 31 in the following year, with the exception that memberships purchased within the 60 days prior to August 31 will last until August 31 of the following year.
- (c) The annual membership fee is due on the date of purchase or renewal, and will not be pro-rated.
- (d) The Secretary must keep a register of Members.
- (e) Each Member must give notice to the Secretary in a timely manner of any change in address or contact information.
- (f) A Member may withdraw from their membership immediately upon notice in writing to the Secretary. Upon receipt of such notice, the Secretary will remove the Member's name from the Register of Members, and the Member is considered to have ceased being a Member on the date their name is removed from the Register of Members. There will be no refund of any membership fees paid in such circumstances.
- (g) If a Member has not renewed their annual membership by August 31, the Member is considered to have submitted their resignation. The Member's name will be removed from the Register of Members and the Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.10 **Suspension or Expulsion of Members**

- (a) The Board may, upon receiving a formal complaint from a Member or other person, suspend a Member for no longer than six months or expel a Member, both by a Majority Vote at a Board of Directors Meeting, for one or more of the following reasons:
 - i. The Member has disrupted meetings or functions of the Association;
 - ii. The Member has, in the opinion of the Board, failed to comply with the Bylaws or Policies and Procedures of the Association; or
 - iii. The conduct of the Member is, in the opinion of the Board, injurious to the character, interest, or good order of the Association.
- (b) If the Board is considering the potential suspension or expulsion of a Member, the Board must send written notice to that Member of the Board's intention to consider such suspension or expulsion no less than 14 days prior to the Board of Director's Meeting at which the matter is to be determined. Such notice must:

- i. Include the reasons why the Board is considering the potential suspension or expulsion of the Member from the Association; and
 - ii. Be sent by registered mail to the last address of that Member shown in the records of the Association, or by way of email, if the Member has provided an email address to the Association and has communicated with the Association or a member of the Executive by way of email within the seven days preceding the notice.
- (c) A Member being considered for suspension or expulsion from the Association will have an opportunity to submit a formal written statement to the Board and to appear before the Board to address the matter. The Board may allow another person to accompany the member. The Board may limit the time given to the Member to address the Board.
- (d) The Board may exclude the Member from its discussion on the matter, including the deciding vote.
- (e) The decision of the Board on suspension or expulsion of a Member is final.
- (f) A Member will cease to be a Member of the Association immediately upon the Board voting to expel that Member, and will not be eligible to become a Member of the Association unless approved by the Board in accordance with Section 3.10(h).
- (g) There will be no refund of membership fees to a Member that has been suspended or expelled in accordance with this Section 3.10.
- (h) A Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at any General Meeting provided the reinstatement is:
 - i. Included on the agenda for that General Meeting; and
 - ii. Has been approved by a Majority Vote at that General Meeting.

4. MEETINGS OF THE ASSOCIATION

- 4.1 Each General Meeting of the Association is open to the public, except that all or part of the meeting may be closed to attendees other than Voting Members by a Majority Vote.
- 4.2 Subject to Section 4.9(f), each Board of Directors Meeting is open to:
 - (a) any Member, provided that Members attending a Board of Directors Meeting are non-voting and the Board may put time limits on Members' ability to speak at the meeting; and
 - (b) any guests invited by the Board.

- 4.3 A meeting of Voting Members may be held in person or by electronic means, or some combination thereof, at the discretion of the Board. Voting Members who participate in a meeting by electronic means are considered to be in attendance in person at the meeting and may vote by such electronic means as the Board determines.
- 4.4 Minutes must be taken and recorded at every General Meeting, Board of Directors Meeting, and Committee Meeting. Where a meeting or a portion of a meeting is held in camera, only any decision resulting from the in camera portion of the meeting is to be recorded in the minutes.
- 4.5 No action taken at a meeting of the Association is invalid due to:
- (a) accidental omission to give notice to any Member or Director;
 - (b) any Member or Director not receiving any notice; or
 - (c) any error in notice that does not affect the meaning of same.
- 4.6 Robert's Rules of Order are the final authority in the governing procedures of all meetings of the Association so long as they are not inconsistent with the provisions of the Act or these Bylaws.
- 4.7 **Annual General Meeting**
- (a) The Association must hold its Annual General Meeting no later than April 30 of each calendar year. The Board sets the place, date, and time of the meeting.
 - (b) The Secretary must mail or email notice of the AGM at least 21 days before the date of the AGM. The notice must include:
 - i. the place, date, and time of the AGM;
 - ii. the agenda for the AGM; and
 - iii. details of any business requiring a Special Resolution.
 - (c) The AGM deals with the following matters:
 - i. adopting the agenda for the AGM;
 - ii. adopting the minutes of the last AGM;
 - iii. considering the President's report;
 - iv. reviewing the audited financial statements from the last Fiscal Year;
 - v. appointing a qualified person as the Association's auditor for the current Fiscal Year;

- vi. electing the Board of Directors; and
- vii. any other business included in the notice of the AGM.

4.8 Special General Meeting

- (a) A Special General Meeting may be called at any time:
 - i. by a resolution of the Board;
 - ii. on the written request of at least five Directors, provided that the request states the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
 - iii. on the written request of at least 20 Voting Members, provided that the request states the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting.
- (b) The Secretary must mail or email notice of a SGM at least 21 days before the date of the SGM. The notice must include:
 - i. the place, date, and time of the SGM;
 - ii. the agenda for the SGM; and
 - iii. details of any business requiring a Special Resolution.
- (c) Only the matters set out in the notice for the SGM may be considered at the SGM.
- (d) If a SGM is called pursuant to Section 4.8(a)(iii) and fewer than two-thirds of those Voting Members who signed that request are present at that meeting, the Association is not required to proceed with that SGM but may do so in the Board's sole discretion.

4.9 Board of Directors Meetings

- (a) The Board must hold no less than 10 Board of Directors Meetings per year. The meetings will be called by the Board and notice of the scheduled meetings for the following 12 months will be provided to the Directors via email and publicly posted no later than September 15 of each year.
- (b) The location of Board of Directors Meetings, including whether such meetings will be conducted electronically, at the Facility, or a combination of both, will be determined by the Executive.
- (c) Additional Board of Directors Meetings may be called by the President by at least seven days' notice to the Directors by email where:
 - i. such Board of Directors Meeting is deemed necessary by the President;

- ii. three Directors request in writing, delivered to the Secretary, that a Board of Directors Meeting be called; or
 - iii. a minimum of 20 Members in Good Standing petition the President to call a Board of Directors Meeting.
- (d) Board of Directors Meetings may be held without notice if a quorum of the Board is present.
- (e) Board of Directors Meetings must:
 - i. deal with all business arising from Executive, General, and Committee Meetings and activities; and
 - ii. provide the opportunity for Members to make recorded recommendations under the category of "new business" for future operations, any such motions arising from such recommendations to be made by a Director.
- (f) Notwithstanding Section 4.9(e)(ii), the Board may, on its discretion, determine that all or any portion of a Board of Directors Meeting is not open to Members, provided that a minimum of 9 of the annually required Board of Directors Meetings are, in whole or in part, open to Members.

4.10 **Committee Meetings**

- (a) The members of all duly appointed and standing committees of the Board may meet at any time at the discretion of the chairperson of each committee or at the call of the Board.

4.11 **Quorum**

- (a) The quorum for the transaction of business at any General Meeting is three Executive Directors plus 20 Voting Members.
- (b) The quorum for the transaction of business at any Board of Directors Meeting is two Executive Directors and six Directors.
- (c) In the event a quorum is not present at any meeting, the Chairperson may adjourn the meeting for 10 minutes. Upon the Chairperson's recall of the meeting, those Voting Members present at the time will constitute a quorum for the purpose of transacting any business of the Association.

4.12 **Voting**

- (a) Only Directors, Regular Members, and Senior Members are entitled to vote at General Meetings.
- (b) Only Directors are entitled to vote at Board of Directors Meetings.

- (c) Except as otherwise provided in these Bylaws, each Voting Member has one vote. In the event of a tie, the motion is defeated.
- (d) At all meetings of the Association, every question to be determined must be decided by Majority Vote, unless otherwise required by these Bylaws or the Act.
- (e) The method of voting at a meeting of the Association is at the discretion of the President.
- (f) The President declares a resolution carried or lost. This statement is final, and the minutes do not have to include the number of votes for and against the resolution.
- (g) No Member may vote by Proxy with respect to any matter at a General Meeting.
- (h) If there is a need for a Board resolution between Board of Directors Meetings, a member of the Executive may, on their own initiative or at the request of a Director, submit any matter to be determined by the Board to an email vote, subject to the following:
 - i. the information must be emailed by the member of the Executive with the subject line "EMAIL MOTION" to all Directors with a clear statement of the question to be voted upon and a request for a Director to second the motion by return email.
 - ii. once an email seconding the motion has been received, the member of the Executive must reply to all of the Directors and request that each Director provide their vote using the method outlined in the email within a specified time, no less than 24 hours, from the date of the email.
 - iii. the failure of a Director to enter their electronic vote within the time specified is deemed to be an abstention.
 - iv. an email motion is carried once a quorum of the Board has responded to the motion and a majority of those responding has voted yes, whether or not the time for voting has expired.
 - v. an email motion is lost if a quorum of the Board does not respond within the time limit specified.
 - vi. the member of the Executive who made the email motion must send the results of the email vote to the Directors within 24 hours of such results.
 - vii. the Board must review any email motions made since the last Board of Directors meeting at each Board of Directors Meeting.

5. GOVERNANCE

- 5.1 The Board of Directors governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 5.2 The Board has all the powers of the Association and may act on behalf of the Association's membership in all matters pertaining to the Objects of the Association, except as stated in the Act. The powers and duties of the Board include, but are not limited to:
- (a) promoting the Objects of the Association;
 - (b) promoting membership in the Association;
 - (c) issuing memberships in the Association and collecting the associated membership fees;
 - (d) maintaining, protecting, selling, or otherwise disposing of the Association's assets and property;
 - (e) approving an annual budget for the Association;
 - (f) maintaining all accounts and financial records of the Association;
 - (g) paying all expenses and receiving all revenues respecting the operation and management of the Association;
 - (h) undertaking, through whatever means the Board determines is advisable, to further the financial position of the Association, including through financial activities, and to make whatever expenditures are necessary to carry out its activities;
 - (i) ensuring that all policies of insurance required to be maintained by the Association by the Act, other applicable laws, or otherwise, are acquired and maintained;
 - (j) subject to Article 6 of these Bylaws, entering into contracts on behalf of the Association;
 - (k) making and maintaining Policies and Procedures from time to time as necessary for the operation of the Association and the Facility, provided that such Policies and Procedures are consistent with the Objects and these Bylaws;
 - (l) ensuring that the books and records of the Association required to be created and maintained by the Act, these Bylaws, or by any other applicable law are regularly and properly kept, including an up-to-date Register of Members;
 - (m) filing such returns, reports and other materials as are required to be submitted under the Act, other statutes or laws; and
 - (n) appointing legal counsel as necessary.

- 5.3 Without limiting the general responsibility of the Board, the Board may delegate any of its powers and duties to one or more Directors, or to a committee of the Board chaired by a Director, except where otherwise stated in these Bylaws or in the Act.
- 5.4 Directors are authorized to spend up to their pre-approved budgeted amount. Budgets must be given to the Treasurer in accordance with the Association's Policies and Procedures and approved by the Board.
- 5.5 Every Director in exercising their powers and duties shall act honestly and in good faith with a view to the best interests of the Association, and exercise the care, diligence, and skill that a reasonable person would exercise in similar circumstances.
- 5.6 Directors shall serve as such without remuneration, and no Director shall directly or indirectly profit from their position on the Board, provided that:
- (a) Directors may be paid reasonable expenses incurred by them in the performance of their duties; and
 - (b) the Board may authorize reasonable expenditures for the purpose of volunteer appreciation, including where Directors are the recipients of such volunteer appreciation.
- 5.7 Directors must comply with all Policies and Procedures of the Association, including, but not limited to, Policies and Procedures respecting confidentiality and conflict of interest.
- 5.8 **Composition of the Board**
- (a) The Board consists of the Executive Officers and other Directors-at-large, to a maximum of 20 Directors (including the Executive Officers).
 - (b) The Past President is not a Director, but the Board may invite the Past President to serve in an advisory capacity as a non-voting member of the Board, provided that the Past President is a Member in Good Standing.
 - (c) Each Director shall be an Adult Regular, Senior, or Associate Member in Good Standing of the Association at the time of election and appointment throughout their term as Director.
 - (d) Any Member elected or appointed to the Board must sit on the Board for a minimum of one year prior to being eligible to serve as an Executive Officer.
 - (e) This requirement in subsection (d) may be waived by Majority Vote at a General Meeting in the event that there are no eligible Members willing to accept a nomination for that position and a Member in Good Standing who has attended at least five Board of Director's Meetings in the last year is willing to accept a nomination for that position.

- (f) If there is more than one Member willing to accept a nomination under subsection (e), preference must be given to a Member who has previous board experience, with the Association or otherwise.
- (g) An Associate Member is not eligible to serve as an Executive Officer.
- (h) Two or more persons who are Legally Related may not serve as Executive Officers at the same time.

5.9 Elections

- (a) Subject to subsections (b) and (c) the Directors, including the Executive Officers, are elected by Majority Vote at the Annual General Meeting, and those Directors so elected shall form the Board.
- (b) When the AGM is in an even-numbered year, the positions of President, 2nd Vice President and Secretary will be open for election.
- (c) When the AGM is in an odd-numbered year, the positions of 1st Vice President and Treasurer will be open for election
- (d) There are no maximum or minimum terms for Directors.
- (e) The President or Chairperson of the Annual General Meeting shall not vote in an election, except as needed to break a tie vote.
- (f) Past Directors shall continue to exercise their powers, functions, and duties as Directors until the seventh day following the AGM at which the new Board was elected. Directors commence their duties on the seventh day following the AGM at which they were elected.
- (g) A person appointed or elected as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within 10 days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
- (h) If there is a vacancy on the Board at any time after the Annual General Meeting for whatever reason, the remaining Directors may, by Majority Vote at a Board of Directors Meeting, appoint a Member in Good Standing who is eligible to serve in that position and agrees in writing to fill that vacancy until the next Annual General Meeting.
- (i) A Director may resign from their position by giving one month's notice in writing to the Secretary. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation, at the discretion of the Board.

5.10 Duties of Executive Officers

- (a) The President shall:
- i. supervise the affairs of the Board;
 - ii. preside at all meetings of the Association and its Board, where present;
 - iii. be an ex-officio member of all committees; and
 - iv. be the main spokesperson for the Association.
- (b) The 1st Vice President shall:
- i. serve as and fulfill all the duties and functions of the President where there is no President elected or appointed, or if the position of President becomes vacant and is not filled through appointment;
 - ii. chair meetings of the Association and its Board when the President is not present;
 - iii. work in conjunction with the 2nd Vice President to ensure an inventory of all Association assets are done yearly and updated as required; and
 - iv. fulfil other duties specifically assigned by the President or the Board.
- (c) The 2nd Vice President shall:
- i. serve as and fulfill all the duties and functions of the 1st Vice President where there is no 1st Vice President elected or appointed, or if the position of 1st Vice President becomes vacant and is not filled through appointment;
 - ii. ensure an inventory of all Association assets is done yearly and updated as required;
 - iii. chair meetings of the Association and its Board in the absence of the 1st Vice President and 2nd Vice President; and
 - iv. fulfil other duties specifically assigned by the President or the Board.
- (d) The Secretary shall:
- i. prepare and keep the minutes of all meetings of the Association, with the exception of Committee Meeting minutes, which are the responsibility of each committee;
 - ii. prepare and send notices of meetings of the Association and governing bodies of the Association, with the exception of Committee Meetings, which are the responsibility of each committee;

- iii. file the annual return, changes in the Directors of the organization, amendments in the Bylaws and other incorporating documents, and any other filings required by the Act with the Corporate Registry; and
 - iv. fulfil other duties specifically assigned by the Board.
- (e) The Treasurer shall:
- i. ensure that all monies paid to the Association are deposited in a chartered bank chosen by the Executive;
 - ii. ensure a detailed account of revenues and expenditures is presented to the Board as requested;
 - iii. ensure an audited statement of the financial position of the Association is prepared and presented to the AGM and is submitted annually to the City of Calgary;
 - iv. supervise the spending of monies, including signing cheques;
 - v. ensure the books are available for inspection by Members within 7 days if requested;
 - vi. ensure the preparation of an annual budget;
 - vii. be responsible for all bank accounts and ensuring that all monies are deposited to the proper account; and
 - viii. ensure that the Registered Charity Information Return is filed annually

5.11 **Removal of Directors**

- (a) The office of a Director is vacated:
- i. upon that Director's resignation, in accordance with Section 5.9(i);
 - ii. if they cease to become a Member of the Association, immediately upon their removal from the Register of Members;
 - iii. if they fail to attend three consecutive meetings of the Board, upon Majority Vote at a Board of Director's Meeting.
- (b) The Board may remove a Director from office upon a three quarters majority vote of Directors present at a Board of Directors Meeting for one or more of the following reasons:
- i. if the conduct of the Director is, in the opinion of the Board, injurious to the character, interests, or order of the Association;

- ii. if the Director breaches these Bylaws or the Associations Policies and Procedures; or
 - iii. if the Director has disrupted meetings or functions of the Association.
- (c) No Director shall be removed from office pursuant to Sections 5.11(a)(iii) or 5.11(b) without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Board of Directors Meeting at which such removal is to be considered. That Director may be accompanied by another person if the Director attends that Board of Directors Meeting.
- (d) A Director whose removal from office has been recommended must be notified of the proposed removal and the basis thereof at least 10 days prior to the Board of Directors Meeting at which such removal is to be considered, and that Director will be automatically suspended from office until the resolution is dealt with at that Board of Directors Meeting. The notice may be sent to the Director by email.
- (e) The decision of the Board to remove a Director is final.
- (f) Any Director removed from office will not be eligible to stand for election or appointment to the Board for a period of 2 years from the date of the following AGM.

5.12 Board Committees

- (a) The Board may appoint advisory, standing and/or special committees to make recommendations to the Board, and may establish Policies and Procedures governing such committees as required.
- (b) All Board committees must be chaired by a Director, unless otherwise authorized by the Board, and may be composed of Directors and Members.
- (c) The Board may, through resolution or through Policies and Procedures adopted by resolution, delegate the ability to make expenditures up to an approved, budgeted amount, and the ability to communicate on behalf of the Board, to the chairperson of a committee, who must act in accordance with the Majority Vote of the committee. Where these abilities have not been delegated, all such decisions or communications must be authorized by the Board.
- (d) The chair of each committee must provide regular reports to the Board about the committee's activities.
- (e) All committee members must comply with all Policies and Procedures of the Association.

5.13 Executive Committee

- (a) Except as otherwise provided in these Bylaws or the Act, the Board may delegate any of its functions, powers or duties to the Executive by way of resolution or through Policies and Procedures adopted by the Board by way of resolution.
- (b) Without limiting the generality of the foregoing, the Executive has the following powers, duties and functions:
 - i. planning agendas for Board of Directors Meetings;
 - ii. the transaction of emergency and unusual business between Board of Directors Meetings;
 - iii. approving contracts for use of the Facility;
 - iv. approving contracts for the hiring of third party contractors, provided the Association's cost of such contracts does not exceed the amount that the Executive is authorized by the Board to approve;
 - v. liaising with the City of Calgary Neighbourhood Partnership Coordinator;
 - vi. supervising the Hall Manager;
 - vii. reporting to the Board on actions taken between Board of Directors meetings; and
 - viii. carrying out other functions and duties as provided in these Bylaws, the Policies and Procedures, or assigned by the Board.
- (c) The Executive may meet as required, as called by any member of the Executive on no less than 24 hours' notice, which notice can be waived by members of the Executive. Where agreed to by a quorum of the Executive, Executive meetings may be conducted electronically, including via email. Participation of a member of the Executive in an electronic meeting without stating disagreement with the meeting being conducted electronically is deemed to be agreement to the electronic meeting.
- (d) The quorum for the transaction of business at an Executive meeting is three members of the Executive, and decisions of the Executive are made by Majority Vote. The procedure for voting of the Executive is at the discretion of the President, and may include electronic voting in any form.

6. FINANCES AND CONTRACTS

6.1 The signing officers for the Association are:

- (a) the President;
- (b) the Treasurer; and

- (c) the 1st Vice President.
- 6.2 The Board may give signing authority to additional Directors or the Hall Manager at its discretion.
- 6.3 The Fiscal Year of the Association ends on September 30 of each year.
- 6.4 An annual audit of all of the Association's financial transactions, assets, liabilities and cash positions must be presented by the Treasurer at the AGM.
- 6.5 Any and all contracts or agreements or whatever engagements to be entered into by the Association must be approved by the Board or, where applicable, the Executive, and signed on behalf of the Association by no less than two registered signing authorities for the Association, preferably, the President and Treasurer.
- 6.6 Any and all documents of certification, endorsement, petition, notice, resolution or appeal must be signed on behalf of the Association by the President and the Secretary, unless otherwise authorized by the Board.
- 6.7 The Association must as many different funds as are necessary to reflect the business of the Association, regulatory requirements, and operational and financial control. These funds may be governed by Policies and Procedures.
- 6.8 The Board must make all books and records of the Association available to Members within 7 days after receipt by the President of a request in writing, provided that the Executive agrees that the request is warranted and that the Executive may designate certain records as confidential.
- 6.9 The Association may borrow or raise funds to meet its Objects and operations, at the discretion of the Board.
- 6.10 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution at a General Meeting.

7. PROPERTY

- 7.1 All property of the Association, including real estate, furnishings, equipment, etc., remains the property of the Association and no individual or group of individuals may hold property in the name of the Association.
- 7.2 The care, maintenance, and safe keeping of all Association property, equipment, real estate and other assets of the Association is the responsibility of the Board.
- 7.3 An inventory of all property, equipment real estate and other assets of the Association must be kept by the Hall Manager and/or 1st Vice President and a physical check made at the end of the Fiscal Year. The incoming 1st Vice President and Treasurer must sign this inventory upon assuming their duties. A copy of this inventory is to be held by the President and Hall Manager and/or 1st Vice President and made available to the auditor on their demand.

8. DISSOLUTION

- 8.1 The Association may not pay any dividends or distribute its property among its Members.
- 8.2 The Association may be dissolved voluntarily if a Special Resolution to that effect is passed at a General Meeting.
- 8.3 In the event of a voluntary dissolution of the Association the results must be documented and sent to the Corporate Registry of Alberta for registration.
- 8.4 In the event of dissolution of the Association and after the payment of all debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1(1) of the Income Tax Act.
- 8.5 Notification of the Association's dissolution must be forwarded to the Law Department of the City of Calgary and to the Federation of Calgary Communities.
- 8.6 Legal dissolution of the Association means that all operations of the Association will terminate, including all program, Facility, administrative, and financial responsibilities, and that all Members are relieved of their responsibilities and obligations to the Association, except as provided in the Act.
- 8.7 If, after the Association has been dissolved, the residents of the Community wish to re-establish another registered Association to represent the Community, they must take all the same procedures that a newly forming association would have to take.
- 8.8 After a newly formed association has been registered, its Members may apply to the City of Calgary in order to lease or license any available properties that the association may require.

9. PRESCHOOL

- 9.1 There may be a preschool of the Association, which will be known as "The Crossroads Community Preschool."
- 9.2 The Crossroads Community Preschool must operate in accordance with all applicable laws, these Bylaws, and the Policies and Procedures.

10. AMENDING THE BYLAWS

- 10.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting.
- 10.2 The 21 days' notice of the General Meeting must include details of the proposed resolution to change the Bylaws.
- 10.3 The amended Bylaws take effect after approval of the Special Resolution at the General Meeting, but only after they are accepted by the Corporate Registry of Alberta.