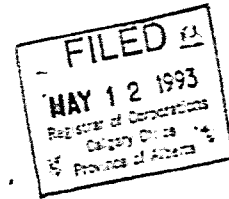




UNIVERSITY HEIGHTS COMMUNITY ASSOCIATION  
BY-LAWS



1. NAME

The name of the Association shall be "University Heights Community Association".

2. INTERPRETATION

In these By-Laws, unless the context otherwise requires,

"Association" means the University Heights Community Association;

"Board" means the Board of Directors of the Association;

"Constitution" means, collectively, the Application for incorporation of the Association, dated October 19, 1967, and these By-Laws;

"Director" means a member of the Board;

"District" means that geographical area comprised of that portion of the South Half (S1/2) of Section Thirty (30) in Township Twenty-four (24) of Range One (1), West of the Fifth (5th) Meridian, which lies to the South of 24th Avenue Northwest, and to the North of the Trans Canada Highway, (16th Avenue Northwest), East of 37th Street Northwest, and on the West of University Drive Northwest;

"Executive" means, at any time, the Officers then holding office;

"Officer" means an Officer of the Association appointed in accordance with these By-Laws; and

"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 the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting 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 or by proxy.

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3. **CONSTRUCTION**

In these By-Laws, words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

4. **MEMBERSHIP**

(a) **Classes of Membership**

Membership shall be made up of:

- (i) Family membership
- (ii) Honorary Membership

(i) **Family Membership**

Any family residing within the District may become members with voting privileges upon paying the fee prescribed by the Board. Family memberships with voting privileges shall be available to families residing outside the District on approval of the Board and upon paying the prescribed fee. A Family Membership shall entitle the parents of the family to one (1) vote each at any Association meeting.

(ii) **Honorary Membership**

Any person who has distinguished himself by outstanding service to this Association or to the City of Calgary is eligible for Honorary Membership upon the approval of the Executive.

(b) All memberships above described shall lapse on the 31st day of December in each year unless a member on or before the 31st day of December renews his membership by paying the prescribed fee for the ensuing year, or in the case of an Honorary Membership, where such membership is renewed by the Executive.

(c) Any member may withdraw from the Association at any time by giving the Secretary notice in writing. Said member forfeits any membership fee paid. Any member, upon a majority vote of all members of the Association in good standing, may be expelled from membership for any cause whatsoever.

5. **MEMBERSHIP FEES**

There shall be an annual membership fee of Ten Dollars (\$10.00) per family membership or such other amount as may be determined from time to time by the Board.

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6. EXECUTIVE

The Association shall have the following Officers and such other Officers as the Board shall determine:

(a) President:

The President shall be *ex officio* a member of all committees and he shall, when present, preside at all meetings of the Association, the Board and the Executive. In his absence the Vice-President shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.

(b) Vice-President:

The Vice-President shall assist the President in the administration of the Association generally.

(c) Secretary:

The Secretary shall attend and keep minutes of all meetings of the Association and the Board, maintain an up-to-date copy of the constitution and maintain all records of the Association and give all notices of the meetings. The Secretary shall have custody of the seal of the Association, which seal whenever used shall be authenticated by the signatures of the Secretary and the President, or in the case of the death or inability of either to act, by the 1st Vice-President. In the case of absence of the Secretary, his duties shall be discharged by such Officer as may be appointed or determined by the Executive.

(d) Treasurer:

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of the same in whatever bank, trust company, credit union or Treasury Branch the Executive may order. He shall properly account for the funds of the Association and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Executive whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association.

7. MEETINGS

(a) Annual Meeting

The Association shall hold an Annual Meeting on or before the 30th day of April in each year, of which meeting due notice will be given to all members at least eight (8) days previous to the date of the meeting.

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(b) General Meetings

Meetings of the members of the Association may be called at any time by the Secretary upon the instructions of the President or Executive, due notice of which shall be made to the members eight (8) days previous to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by not less than Twenty-five (25) members in good standing, setting forth the reasons for calling such meeting, due notice of which will be made to the members at least eight (8) days previous to the meeting.

Thirteen (13) members in good standing either personally present or represented by proxy shall constitute a quorum at any meeting of the members of the Association.

Every member entitled to vote at a meeting of the Association may appoint a proxyholder, or one or more alternate proxyholders, to attend, act and vote at that meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be executed by the member in writing, and may conform with Schedule "A" hereto or be in any other effectual form. A person appointed proxyholder must be a member. A proxy shall cease to be effective immediately following the termination of the meeting (or any adjournment thereof) for which it was granted and in any event, no proxy shall be valid after the expiration of twelve (12) months from the date of its execution. A proxy shall be acted upon only if it has been received by the Secretary or the person presiding at the meeting or any adjournment thereof prior to the time of voting. A member may revoke a previously executed and otherwise valid proxy by providing written notice to this effect to the Secretary or person presiding at the meeting or any adjournment thereof, prior to the time of voting.

At all meetings of the Association, every question shall be decided by a majority of the votes of the members present and voting in person or by proxy. Every question shall be decided in the first instance by a show of hands, unless a ballot is demanded by any member.

In the case of equality of votes at any meeting, the person presiding shall have a second or casting vote.

(c) Directors Meeting

Meetings of the Board may be called at any time by the Secretary upon the instructions of the President, due notice of which shall be made to the Directors three (3) days previous to the date of such meeting.

The quorum necessary for the transaction of business at a meeting of the Board may be fixed by the Board and unless so fixed shall be one-half (1/2) of the Board. Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

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Questions arising at any meeting of the Board shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

The Board shall meet no less than three (3) times in each year and at the direction of the President.

(d) Executive Meeting

Meetings of the Executive may be called at any time by the President, due notice of which shall be made to the Officers at least twenty-four (24) hours previous to such meeting.

The quorum necessary for the transaction of business at a meeting of the Executive may be fixed by the Executive, and unless so fixed shall be one-half (1/2) of the Executive. Meetings may be held without notice if a quorum of the Executive is present, provided, however, that any resolutions at such meeting shall be ratified at the next regularly called meeting of the Executive; otherwise they shall be null and void.

Questions arising at any Executive meeting shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Officer present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

8.

ELECTIONS OF DIRECTORS AND EXECUTIVE

(a) Directors

The President shall appoint a nominating committee of three (3) members of the Executive at least one (1) month prior to the Annual Meeting. This committee shall nominate sufficient members of the Association as candidates to replace Directors who have completed their term of office or to replace those who are no longer able to serve due to business commitments or for other reasons. Directors who have completed their term of office are eligible for re-election if otherwise qualified. Further nominations for the Board may be made from any member present at the Annual Meeting. The Directors shall be a maximum of eighteen (18) in number at all times. A maximum of one-half of the Directors shall be elected annually for a two (2) year term. The number of Directors which shall be elected in the forthcoming year will be determined at the Directors meeting prior to the Annual Meeting and if no such determination is made, the number of Directors shall be the same as the number of Directors elected at the last annual meeting. Election of Directors shall be made by count of hands unless at least two-thirds of the members then present demand a ballot in which case a ballot shall be taken. A Director may be removed by an unanimous vote of the Directors at a duly constituted Directors meeting. Any

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