

University Heights Community Association Bylaws

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Article 1: Name

The name of the Association shall be “University Heights Community Association”, which may also be known or referred to as “UHCA” or the “Association”.

Article 2: Interpretation

When interpreting these bylaws, reference shall be made to the Societies Act. The “Act” or “Societies Act” means the Societies Act contained in the Revised Statutes of Alberta, as amended from time to time, or any Act passed in amendment or substitution for it.

“Board” means the Board of Directors of UHCA.

“Director” means a member of the Board of Directors.

“Executive” means the members of the board filling the positions of President, Vice President, Secretary and Treasurer.

“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.

Article 3: Boundaries

The boundaries of UHCA are the 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; all in the City of Calgary in the Province of Alberta.

Article 4: Membership

Voting Membership

An individual of Alberta legal voting age ordinarily resident within the UHCA boundaries may become a member with voting privileges upon:

- (a) paying the annual fee prescribed by the Board,
- (b) applying for membership and
- (c) providing information required for registration.

Members of the Association with a voting membership are entitled to:

- (a) attend any Member Meeting of UHCA;
- (b) make motions, speak to motions, or second motions upon being recognized by the Chair of the Meeting;
- (c) vote on any and all matters called by the chair of a Member Meeting;
- (d) inspect the financial records and minutes of UHCA by prior arrangement with the Executive of UHCA.
- (e) waive the annual fee for an individual's non-voting membership by means of a majority of the votes cast at an Annual General Meeting. This waiver can be renewed at subsequent annual general meetings;
- (f) nominate a voting member as a Director at the AGM and serve as an elected Director;
- (g) remove a Director from the Board by means of a majority of the votes cast at a Special Meeting called for that purpose;

Non-Voting Membership

An individual of Alberta legal voting age upon:

- (a) paying the annual fee prescribed by the Board,
- (b) applying for membership and
- (c) providing information required for registration.

Members of the Association with a non-voting membership are entitled to:

- (a) attend any General Meeting of UHCA;
- (b) speak at any General Meeting of UHCA upon being recognized by the Chair of the Meeting.

A Voting or Non-Voting Membership is withdrawn when:

- (a) a member delivers written resignation notice to the Secretary;

- (b) the member dies;
- (c) the member fails to pay the membership fee for the current year; or
- (d) the member is expelled from membership by a Special Resolution.

Expulsion or suspension of a Member The Board may, by a three quarters of the Directors majority vote at a duly called meeting of the Board, expel or suspend, with or without conditions, any Member from membership if: (a) the conduct of the Member is determined by the Board, in its sole discretion, to be improper, unbecoming of, or contrary to the interests or reputation of the Association; or, (b) the Member materially breaches these Bylaws or any policy, rule, or regulation of the Association in effect from time to time.

Membership Register

The Board will maintain a register of Members which will identify each Member's: (i) full name; (ii) residential address; (iii) the date upon which the Member joined the Association; (iv) the date upon which the Member ceases to be a Member; (v) the class of the Member's membership and (vi) contact information of such a type as the Board may in its discretion choose to accept for registration purposes.

The register of Members will be used by the Association for its own purposes as managed by the Board, and no individual Member acting in such capacity has any right to inspect or demand a copy of such register or any part of such register, except to the extent required by the Act.

A member of the Association may access personal information about another member of the Association that is contained in the register, or excerpt, for any matter not referred to above **only** if that other member gives consent to that use.

Each Member will be responsible for informing the Board of any change of the Member's information as recorded in the membership register.

Membership Fees

The Board shall set the annual membership fees for each category of Member.

Article 5: Association Governance

Election of the Board of Directors

The Board of Directors shall appoint a nominating committee of three (3) members of the Board of Directors at least one (1) month prior to the Annual General Meeting. This committee shall nominate voting members of the Association as candidates to fill vacancies on the Board of Directors. 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 voting member present at the Annual General Meeting. The Directors shall be a maximum of fifteen (15) 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 Board 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.

Directors are elected by a majority of the votes cast at the Annual General Meeting. Note that as specified under the Powers and Duties of the Board of Directors, the Board has the authority to appoint a UHCA Voting Member to fill any vacancy until the next AGM.

Removal of a Director

A Director can be removed from the Board by any of the following:

- (a) a Board Member delivers written resignation notice to the Secretary;
- (b) the Board Member dies;
- (c) a unanimous vote of the other Directors; or
- (d) a two-thirds ($\frac{2}{3}$) majority of the votes cast at a Special Member Meeting called for that purpose.

Remuneration

No person will receive any payment for services rendered as a Member, Director, or Executive of the Association; except that nominal out-of-pocket expenses properly incurred in connection with carrying out duties on behalf of the association will be reimbursed.

Powers and Duties of the Board of Directors

Except where otherwise limited by the Societies Act the Board of Directors has all the powers of the Association as a whole.

The powers and duties of the Board of Directors include:

- (a) promoting the objects of UHCA;

- (b) promoting membership in UHCA;
- (c) recommending an annual budget to the AGM;
- (d) fiscal management, including the investment of funds, paying expenses, and operating and managing UHCA; and
- (e) forming and dissolving committees and setting their terms of reference and requirements for reporting to the Board concerning the Committee's activities.
- (f) If there is a vacancy on the Board, the board members may appoint a UHCA Voting Member to fill the vacancy until the next AGM.
- (g) at the first Board meeting following the annual general meeting, the Directors shall elect from their number the Executive Members of the Board of Directors who shall constitute the Executive for the forthcoming year. Any vacancy occurring in the Executive during the year shall be elected by the Directors from their number unless no such Director wishes to fill the vacancy in the Executive, in which case the Directors may invite a member in good standing to serve on the Executive for the forthcoming year.
- (h) convening an annual general meeting of the UHCA at least once every year.

Meetings of the Board of Directors

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

Meetings of the Board may be called at any time by the Secretary upon the instructions of the President, with a minimum of three (3) days notice prior to the date of such meeting.

Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such a meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

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.

Questions arising at any meeting of the Board shall be decided by a majority of the votes cast. 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 a tied vote, the motion fails.

The UHCA Executive

The UHCA Executive positions and duties follow:

The President:

- (a) supervises, coordinates, and mediates the business of the Board;

- (b) chairs all meetings of the Board, the Executive Committee and UHCA, when present and able to do so;
- (c) is the spokesperson for UHCA;
- (d) is an ex-officio member of all Committees; and
- (e) carries out other duties as assigned by the Board.

The Vice President:

- (a) chairs any meetings if the President is absent or unable to preside;
- (b) substitutes for the President at any function when requested to do so by the President;
- (c) ensures that any policies of insurance required by the Board are maintained in full force; and
- (d) carries out other duties as assigned by the Board.

The Secretary:

- (a) records and retains accurate minutes of all meetings of the UHCA, the Board, and the Executive Committee, and distributes copies of the same to Board members. If unable to attend a meeting the Secretary endeavors to identify a replacement to record minutes of that meeting;
- (b) makes sure that an accurate Member Register is kept for all Members of the UHCA;
- (c) is in charge of maintaining the Board's correspondence;
- (d) maintains all documents required by the Societies Act
- (e) ensures that the required notices to the Members of the AGM and Special General Meeting are properly made; and are filed in a timely fashion;
- (f) carries out other duties as assigned by the Board.
- (g) forward required reports to the Registrar of Companies

The Treasurer:

- (a) makes sure all funds paid to UHCA are deposited in a financial institution approved by the Board;
- (b) makes sure a detailed account of revenues and expenses is presented to the Board at its meetings;
- (c) makes sure an audited statement of the financial position of UHCA is prepared and presented to the AGM; and
- (d) carries out other duties as assigned by the Board.

Meetings of the Executive

Meetings of the Executive may be called at any time by the President, due notice of which shall be made to the other Executive members at least twenty-four (24) hours prior 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 a 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 the votes cast. All votes at any such meeting shall be taken by ballot if so demanded by any Executive member present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. In the case of a tied vote, the motion is defeated.

Executive action

If any matter arises for which it is not reasonable for the Association to wait for a decision by a Board resolution at a properly called Board meeting, and if the decision cannot for reasons of practicality or expediency be made via a unanimous resolution of the Board in writing without the need to hold a meeting, then such a decision can be made instead by the Executive members of the Board. In any such case the decision made by the Executive members must be placed before the whole Board at the next scheduled Board meeting to be ratified, revised, negated, or merely noted as the case may be.

Article 6: Protection of the Board of Directors

Each Director (whether an Executive member or not) holds office with protection from the association. The association indemnifies each Director against all costs or charges that result from any act done in his role as a Director. The association does not protect or indemnify any Director for acts of fraud, dishonesty, or bad faith.

No Director (whether an Executive member or not) is liable for the acts or omissions of any other Director, Executive member, or employee. No Director is responsible or liable for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with UHCA.

No Director (whether an Executive member or not) is liable for any loss or damage due to an oversight or error in judgment, or by an act or omission in his role as Director, unless the act or omission is due to fraud, dishonesty, or bad faith.

Directors (whether an Executive member or not) can rely on the accuracy of any statement or report prepared by the auditor for the association. Directors are not liable for any loss or damage as a result of relying upon that statement or report.

Article 7: Member Meetings

Members meet at an Annual General Meeting or in Special Meetings.

Annual General Meeting (AGM)

The association shall annually hold an annual general meeting on or before the 30th of April, with at least 21 days advance notice of the AGM communicated by placing a notice stating the place, date, and time of the AGM in each of the following locations:

- (a) at a main entrance to the community; and
- (b) at one other location set by the Board, (e.g. the community's website).

The annual general meeting addresses the following agenda:

- (a) declaration of a quorum;
- (b) approval of agenda;
- (c) adopting the Minutes of the last AGM and any General Meeting(s) of the voting members held since the last AGM;
- (d) receiving Board Member reports;
- (e) financial statements review (including approval of the next budget);
- (f) appointing auditor(s);
- (g) Director elections; and
- (h) other business that may properly come before the AGM, having been placed on the Agenda before the start of the AGM. Items may not be added to the agenda of the AGM within seven (7) days of the meeting.

Special Member Meetings

Calling a Special Member Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board; or
- (b) on the written request of at least 3 board members or at least 15 voting members.

The request must:

- (i) be directed to the President;
- (ii) state the reason for the Special General Meeting; and
- (iii) set out the motion(s) intended to be submitted to the meeting.

Notice for a Special Member Meeting

The Secretary shall provide notice of a Special General Meeting in the same manner as for an AGM. In addition, the matter to be brought forward at the meeting shall be communicated to members.

Special Member Meeting Agenda

Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting.

Quorum for Member Meetings

A quorum for annual general meetings and special member meetings is 15 Voting Members except if there are fewer than 30 Voting Members of the association then quorum will be at least 50% of the Voting Members. Voting members may be either present or represented by proxy.

If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, the meeting may continue as if a quorum were still present.

If a quorum is not present within thirty (30) minutes of the start of a meeting the chair of the meeting may adjourn the meeting to a time and place announced at the meeting, and in that case only a reasonable effort need be made to notify those Members not present of the time and place to which the meeting is adjourned. If a quorum is again not present at the start of the reconvened meeting, then the meeting may proceed as if a quorum were then present.

Voting at Member Meetings

A show of hands decides every vote at any Member Meeting, unless at least three (3) Voting Members request a written ballot, in which case written ballots shall be used. If there is a tie vote, the motion is defeated. In calculating the number of votes, abstentions shall not be included, unless the abstentions form the majority of the votes cast, in which case the motion is defeated.

Member Meeting Proxy Voting

Every voting member may appoint a proxy holder, or one or more alternate proxy holders, to attend, act and vote at a member meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be executed in writing. A person appointed proxy holder must be a UHCA 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.

Attendance

Member meetings of the UHCA are open only to Members and guests invited by a member of the Board of Directors.

Article 8: Finance and Management Matters

Fiscal Year

December 31st each year shall be the end of the fiscal year of the Association.

Signing Authority

The association shall maintain a financial institution account and all expenditures shall be by financial instrument. All financial instruments issued by the association shall be signed by any two of the Association's executive members [neither of which is receiving the payment].

The President or the Vice-President plus one other Board Member, will have authority to execute all agreements, documents, and other instruments, with or without the corporate seal of the Association, on behalf of the Association.

Borrowing

The board of directors may borrow or raise funds to meet its objectives or carry on operations. The Board decides the amounts and ways to raise money, including giving or granting security.

Audit

There must be an audit of the association's financial records at least once each year. The audit shall be conducted by (1) a qualified accountant OR (2) by two members of the Association (excluding the Treasurer) approved for that purpose at the annual general meeting. At each AGM, the Treasurer shall present the audited financial statements of the previous fiscal year for review by the Members.

Conflict of Interest

A Board Member will disclose to the other board members, either separately in writing or else by requesting an entry in the minutes of a meeting, the nature and extent of any interest that the Board Member has in a material contract or material transaction, whether

made or proposed, with the Association if the Board Member: (i) is a party to the contract or transaction; (ii) is a director or an individual acting in a similar capacity of a party to the contract or transaction; or, (iii) has a direct or indirect material interest in a party to the contract or transaction.

The disclosure will be made: (i) at the meeting at which a proposed contract or transaction is first considered; (ii) if the Board Member was not, at the time of the meeting interested in the proposed contract or transaction, then at the first meeting after the Board Member becomes so interested; (iii) if the Board Member becomes interested after a contract or transaction is made, at the first meeting after the Board Member becomes so interested; or, (iv) if an individual who is interested in a contract or transaction later becomes a Board Member, at the first meeting after the individual becomes a Board Member.

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Association's activities, would not require approval by the Board Members, then a Board Member will immediately after becoming aware of the contract or transaction, disclose either separately in writing to the Board or by requesting an entry in the minutes of a meeting, the nature and extent of such Board Member's interest.

A Board Member required to disclose a conflict of interest: (i) will not vote on any resolution to approve the contract or transaction unless the contract or transaction is for an indemnity or insurance to reasonably protect the Director; and, (ii) will not unduly attempt to influence the outcome of the vote on any resolution to approve the contract or transaction.

Corporate Seal

The corporate seal for the Association will be kept by the secretary of the Board or by such other person as may be designated from time to time by the Board.

Address

The Association will have a registered office as determined by the Board from time to time.

Liquidation and Dissolution

Upon the dissolution of the association and after the payment of all debts and liabilities in accordance with the provisions of the Societies Act, any remaining assets of the Association will be distributed to the City of Calgary. In no event will any Member receive any funds or assets of the Association upon dissolution.

Article 9: Amending Bylaws

These bylaws may be changed at any time by special resolution. A special resolution changing the Bylaws has no effect until it has been registered by the Registrar of Corporations.