

BY-LAWS
OF THE
KINGSLAND
COMMUNITY
ASSOCIATION

Adopted October 29, 2009
Amended and Adopted October 27, 2011
Amended and Adopted October 24, 2013
Amended and Adopted October 23, 2014
Amended and Adopted October 27, 2016
Amended and Adopted October 28, 2021

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1. Interpretation

1.1 Act

All terms contained in the By-laws which are defined in the Societies Act shall have the meanings assigned by the Act.

1.2 Defined Terms

In this By-law and all other By-laws of the Association unless the context otherwise requires:

“Act” means the Alberta *Societies Act* and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;

“Association” means the Kingsland Community Association;

“Board” means the Board of Directors of the Association as elected or appointed from time to time;

“By-laws” means the by-laws of the Association from time to time in force and effect;

“Community” means the area with boundaries as defined by the Board from time to time;

“Director” means a director of the Association;

“Family” means one or more individuals living at the same address;

“Member” means a Regular or Associate Member of the Association;

- “Regular Member” is a voting member of the Association
- “Associate Member” is a non-voting member of the Association

“Officers” shall mean the officers of the Association, namely the President, Vice-President, Secretary and Treasurer, or Secretary / Treasurer, and Past President, and “Officer” shall mean one of them as the context implies.

- 1.3 In all the By-laws of the Association the singular shall include the plural and the plural the singular; the word “person” shall include corporations and societies. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such status or section as the case may be.

2. Headings

- 2.1 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

3. Registered Office

- 3.1 The Association shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:
- a) Change the address of the Registered Office within Alberta;
 - b) Designate, or revoke or change a designation of, a records office within Alberta; or
 - c) Designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Association.

4. Membership

- 4.1 An individual residing within the community or who owns property within the Community, is eligible to become a Regular Member upon approval by the Board of their membership application and upon payment of the membership fee, if any.
- 4.2 Anyone not residing within the Community boundaries or who does not own property in the Community as defined by the Board from time to time may become an Associate Member (non-voting) of the Association upon approval by the Board of their membership application and upon payment of the membership fee, if any.
- 4.3 Membership fees, in the Association, if any, shall be determined from time to time by the Board at a Board Meeting. The Board shall further have the ability to set the price of a membership based on an applicant's age, and to set a distinct price for memberships.
- 4.4 A Member shall be considered to be in good standing if the person has satisfied the requirements for membership as established by the Association, including but not limited to payment of Membership Fees and residency and/or property ownership requirement.
- 4.5 A Regular Member in good standing is entitled to one (1) vote.
- 4.6 A Member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary.
- 4.7 The membership year shall be from July 1st to June 30th.
- 4.8 Any Member upon a three-fourths vote of the Board at a duly called Board meeting may be expelled from membership for any cause which the Board may deem advisable.
- a) A Member who has been recommended for expulsion shall be given notice by the Secretary of the Association at least one (1) week prior to the next Board Meeting, at which time said Member shall have the opportunity to be heard or to submit a statement in writing.
 - b) Any Member who has been expelled may, upon written application for reinstatement to the Board, be reinstated by a two-thirds majority vote of the Board.
- 4.9 Members may seek to resolve disputes arising out of the affairs of the Association by appearing at a Board Meeting to seek resolution of the dispute acceptable to the Member and a two-thirds

majority of the Board. Failing an acceptable resolution, the Member may pursue arbitration at their expense and the decision made shall be binding on all parties.

- 4.10 A record of all Members of the Association and their contact information will be kept in the Registered Office of the Association.

5. Member Meetings

- 5.1 The Board may call a Member Meeting to be:
- a) an in-person meeting;
 - b) a virtual meeting; or
 - c) a combined virtual and in-person meeting.
- 5.2 Notices of meetings shall be given to Members and deemed to have been received by one or more of the following means, at least one of which shall be a minimum of twenty-one (21) days prior to the meeting:
- a) Mail
 - b) Email
 - c) Association newsletter
 - d) Association website
- 5.3 A quorum at any Member meeting shall consist of fifteen (15) Regular Members.
- 5.4 Any Member meeting of the Association may be adjourned at any time and the business may be transacted at the rescheduled meeting as might have been transacted at the original meeting from which the adjournment took place.

Annual General Meeting

- 5.5 The Annual General Meeting (AGM) of the Association shall be held on or before October 31 of each year.
- 5.6 Written notice of the date, time and location of the AGM shall be provided to all Members at least twenty-one (21) days prior to the meeting date.
- 5.7 If the Board chooses to hold the AGM by virtual means, a Member in good standing with the Association can request by email at any time after the agenda is issued and up to one day in advance of the meeting to join a scheduled virtual meeting. Otherwise, each request will be handled at the discretion of the meeting organizer.
- 5.8 The order of business of the AGM shall generally be at the discretion of the President of the Association provided that business and reports relating to the preceding fiscal year of the Association shall precede the election of the Board. The assembly may adjust the order as desired by way of a majority vote at the meeting.

- 5.9 The business of the Annual General Meeting shall include:
- a) The President's Report of the year's activities
 - b) The Treasurer's Report and the Audited Financial Statements
 - c) Elections of Directors and Officers to the Board, not including the immediate Past President for the forthcoming term
 - d) Reports from the Standing Committees, if any.

Nominations and Elections at AGM

- 5.10 The Board shall, at least one (1) month prior to the Annual General Meeting, prepare a slate of nominees for available Director and Officer positions, made up of Regular Members in good standing and presented to the Board prior to presentation at the Annual General Meeting. The agreed slate of nominees shall then be presented to the membership for voting at the AGM.
- 5.11 The election will be by a show of hands unless a ballot is demanded by any Regular Member.
- 5.12 In the case of a ballot vote, votes will be given in confidence. No proxy votes or absentee ballots are permitted.

Special Meetings

- 5.13 A Special Meeting of the Members of the Association shall be called by the President or Secretary upon receipt by them of a petition signed by twenty (20) or more of the Regular Members in good standing, setting forth the reasons for calling such meeting.
- 5.14 Written notice of the date, time and location of a Special Meeting, as well as of the business to be considered at the meeting, shall be provided to all Members fourteen (14) days prior to the meeting date.

Regular Meetings

- 5.15 A Regular Meeting of the Members of the Association may be called by the Board when deemed necessary the President or by the Board upon a majority vote of the Board. Written notice of the date, time and location of the meeting shall be given to all Regular Members at least twenty-one (21) days prior to the meeting date.
- a) Any business of the Association may be decided at a Regular Meeting, except that no vote shall be taken upon any matter for which notice of a Special Resolution is required unless such notice has been given.
- 5.16 A quorum at any Member Meeting shall consist of fifteen (15) Regular Members in good standing.

6. Alteration of By-laws

- 6.1 The By-laws of the Association will not be altered or added to except by a Special Resolution of the Association as defined in the Act, including at least twenty-one (21) days' notice provided to the Members of the proposed resolution and a three-fourths vote of those present and voting at a duly called meeting of the Members.
- a) Notwithstanding Section 6.1 above, a Special Resolution may be passed at a meeting of which less than twenty-one (21) days' notice has been provided to the Members if all Regular Members present and voting on the resolution at the meeting so agree.

7. Directors

- 7.1 The affairs of the Association shall be managed by a Board of not less than six (6) Directors, to a maximum of twelve (12) Directors (including Officers), each of whom at the time of their election and throughout their term of office shall be a Regular Member of the Association.
- 7.2 Directors elected to the Board will serve a two (2) year term or until the Director's successor is elected.
- 7.3 Directors can hold up to three (3) consecutive terms. Once the maximum number of terms are completed, a Regular Member shall wait a minimum of one (1) year before being permitted to serve as a Director again.
- 7.4 Any Director, upon a two-thirds vote at a Regular or Special Meeting, may be removed from office for any cause which the society may deem reasonable. Any Director, upon a three-fourths vote of all Directors at a duly called Board meeting, may be removed from office for any cause which the Board may deem reasonable.
- 7.5 In between Board meetings, Directors can conduct an electronic vote on urgent items. Information regarding the vote content will be sent out to all Directors by the Secretary who will track the voting and notify the Board members of the results and the following action. This vote will be registered by the Secretary and entered into the Minutes of the following meeting as a Motion passed by the Board on the date the voting closed.
- 7.6 The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association in between meetings of the Association.
- 7.7 Regular Meetings of the Board shall be held as often as the business of the Association shall require, and at least six (6) times per year, and shall be called by the President. Written notice of the date, time and location of Board meetings shall be sent to every Director by electronic mail at least fifteen (15) days prior to the meeting date.
- 7.8 A Special Meeting of the Board may be called by the President or on the instructions of any two (2) members of the Board, provided they provide a written request to the President in writing to call such meeting and state the business to be brought before the meeting. Written notice of the

date, time and location of Board meetings shall be sent to every Director by regular or electronic mail at least fifteen (15) days prior to the meeting date.

- 7.9 The Board may hold its meetings in-person, virtually, or both in-person and virtually.
- 7.10 Any Board meeting may be adjourned at any time and the business may be transacted at the rescheduled meeting as might have been transacted at the original meeting from which the adjournment took place.
- 7.11 Two-thirds of elected or appointed Directors shall constitute a quorum at a Board meeting. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called Board Meeting; otherwise, such business shall be null and void.
- 7.12 Open Directors (that is, Directors who do not hold an Officer position) will act in a position of trust for the Community and be responsible for the effective governance of the organization. They will take on responsibilities either individually or as a Committee chairperson for a specific area of interest (e.g., Traffic, Sports, Development, etc.). They will keep the Board apprised of their activities by reports at Board meetings.
- 7.13 No Director shall take it upon themselves to commit the resources or finances of the Association, its Board or its staff without prior approval of such a commitment at a duly constituted Board meeting.
- 7.14 Vacancies on the Board, however caused, so long as three (3) Directors remain in office, may be filled by the Directors if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of the Members. If there are not three (3) Directors, the remaining Directors shall forthwith be authorized to call a Special Meeting of the Members to fill the vacancies.
- 7.15 If any Director shall resign their office, or without reasonable excuse absent themselves from three (3) or more Board meetings, or be suspended or expelled from the Association, the Directors may declare that office vacated and may appoint a successor in their place to hold office until the next Annual General Meeting.
- 7.16 The Directors shall have the power by a three-fourths vote of the Board to expel or suspend any Director 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 who willfully commits a breach of the By-laws of the Association. No Director shall be expelled or suspended without being notified of the charge or complaint against them or without having first been given an opportunity to be heard by the Board at a Board meeting and having been notified at least one (1) week in advance of the meeting by the Secretary.
- 7.17 Questions arising at any Board meeting shall be decided by majority vote. All such votes at any such meeting shall be taken by a show of hands or by ballot if so demanded by any Director present. Any Director who wishes to abstain from a vote will have that abstention recorded in the Minutes. A declaration by the President that a motion has been carried or defeated and an entry

to that effect in the Minutes shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such motion.

- 7.18 A motion distributed by email and responded to in the affirmative by a majority of Directors shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted. Any motion so proposed shall be included in the Minutes of the next regularly scheduled Board meeting.
- 7.19 A Director shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any monetary profit from their position as Director. The activities of the Association are carried on without purpose of gain for its Members and profits or other accretions of the organization shall not be used promoting their personal objectives. Such action would constitute violation of the By-laws and jeopardize the status of the Director according to the aforementioned procedure.
- 7.20 The Board may from time to time appoint such agents and authorize the employment of such persons as they deem necessary to carry out the Objects of the Association and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

8. Officers

- 8.1 The Officers of the Association shall consist of:
- a) President,
 - b) Vice-President,
 - c) Secretary, and
 - d) Treasurer, or
 - e) Secretary / Treasurer, and
 - f) Past President.
- 8.2 Officers elected by the Association shall automatically and concurrently be appointed as Directors.
- 8.3 President
- a) The position of President can be held by a Director who has served at minimum one (1) year on the Board prior to accepting the position.
 - b) The President shall, when present, preside at all meetings of the Association and shall be an ex-officio member of all committees, except for the Nominating or Succession Committee. The President shall prepare and issue notices of meetings. The President shall prepare and issue agendas for all Board meetings. The President will retain copies of correspondence for furtherance to their successor. They will be the primary signing authority for the Association. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.

- c) It should be recognized by all Directors that the President is Spokesperson for the Association and all Directors have to have their or the Board's approval before speaking with any outside party on business arising from a meeting or any other area. Information given to any news media or newspaper must be provided by the President or their designate.
- 8.4 Vice-President
- a) The Vice-President shall act as president in the absence of the President and support the President in carrying out their responsibilities.
- 8.5 Secretary
- a) It shall be the duty of the Secretary to attend meetings of the Association and of the Board and to keep accurate Minutes and copies of these Minutes. The original and signed approved Minutes shall also be kept in the Registered Office of the Association. In case of the absence of the Secretary, the required duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have charge of all the approved Minutes of the Association and shall be under the direction of the President and the Board.
- 8.6 Treasurer
- a) All monies received in the Association name will be sent to the Registered Office to be date stamped by the Office Manager. The Office Manager will deposit same in whatever financial institution the Board may order. The Treasurer will receive copies of all such transactions in a timely manner. The Treasurer shall promptly account for the funds of the Association. The Bookkeeper shall keep such books as may be directed. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
 - b) The Treasurer cannot hold the same home address as another Officer or Director of the Board.
- 8.7 Secretary / Treasurer
- a) The position of Secretary and Treasurer may be held by one individual. In that instance, the Secretary / Treasurer role will be considered a combination of the Officers of the Association as outlined in Article 8.5 - Secretary, and 8.6 - Treasurer.
- 8.8 Past President
- a) The Past President role is in place for the individual who most recently held the position of President but is no longer in that position.
 - b) The Past President, if willing, shall provide continuity in the Board for one (1) term. If the Past President has completed their elected term, the individual can sit as a non-voting, ex-officio member of the Board.

9. Board Committees

- 9.1 The Board may establish committees to advise the Board.

- 9.2 The Board shall establish the following Standing Committees:
- a) Finance and Audit Committee
 - b) Succession and Nominations Committee
- 9.3 An Ad hoc Committee is established to work on a particular task or issue outside the Standing Committees.
- 9.4 A Board member chairs each committee established by the Board.
- 9.5 The Chair calls committee meetings. Each Committee:
- a) Records minutes of its meetings;
 - b) Distributes these minutes to the committee members; and
 - c) Provides reports to each Board meeting at the Boards' request.

10. Indemnification

- 10.1 Each Director or Officer of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and Officer of the Association and their heirs, executives, and administrators and estate and effect respectively shall from time to time and at all times be indemnified and saved harmless through insurance from and against all costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against them for in respect of any acts, deed, matter or thing whatsoever made, done, or permitted by them or any other Director(s) or Officer(s) in or about the execution of their or their office, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by their own willful neglect or default.
- 10.2 Except in respect of an action by or on behalf of the Association or body corporate to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a Member or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association or body corporate, if:
- a) they acted honestly and in good faith with a view to the best interests of the Association; and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- 10.3 No Director or Officer for the time being of the Association shall be liable for
- a) the acts, receipts, neglects or defaults of any other Director or Officer or employee or
 - b) joining in any receipt or act for conformity or
 - c) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or

- d) or on behalf of the Association or
- e) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or
- f) any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or
- g) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or
- h) any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office of trust or in relation thereto,

unless the same shall happen by or through their failure to exercise the powers and to discharge the duties of their office honestly, in good faith with a view to the best interest of the Association. In connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein constrained shall relieve a Director or Officer from the duty to act in accordance with the Act or relieve him from liability under the Act. The Directors or Officers for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

11. Finance, Accounts, and Audit

- 11.1 The books, accounts and records of the Association shall be audited at least once a year and will consist of a review of the Financial Statements by a duly qualified accountant or by two Regular Members of the Association appointed for that purpose by the Board of Directors. Their statement of the review of the financial statements and related records for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year of the Association shall end on a day in each year to be fixed by the Board.
- 11.2 All individual expenditures over \$1,000 must be approved by the Board. Expenditures up to \$1,000 may be made at the discretion of the Officers of the Association. Any expenditure must be approved by acceptance and approval of a budget by the Board, except that non-budgeted expenditures up to \$1,000 may be approved at the discretion of the Officers of the Association in urgent circumstances. Approval of expenditures of \$1,000 or less shall be the responsibility of the two (2) Directors who sign the reimbursement cheque.
- 11.3 All funds are to remain in the accounts of the Association. Any two of the following shall sign all cheques on all accounts with the provision that any cheque payable to any of the following shall not be signed by them.
 - a) President
 - b) Vice-President
 - c) Treasurer
 - d) Secretary

e) Secretary/Treasurer (if position is in place)

11.4 No money shall be borrowed by the Association except with the approval of a Special Resolution by the Regular Members of the Association.

12. Seal

12.1 The Seal shall be kept in the Registered Office of the Association, 505 – 78th Avenue S.W., Calgary, Alberta, T2V 0T3.

12.2 The Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of death or inability of either to act, by the Vice-President.

12.3 In case of the absence of the Secretary, their duties shall be discharged by such Director as may be appointed by the Board.

13. Minute Book

13.1 The Board will ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and promptly kept.

13.2 The Secretary or other Officer directed by the Board will record or cause to be recorded the Minutes of all proceedings of all meetings of Members and Directors. Original and signed approved Minutes will be held in the Registered Office of the Association.

13.3 Records of the approved Minutes with attachments must be saved to an agreed upon digital storage platform for backup record keeping.

13.4 The Minute book will contain the following information and be held in the Registered Office of the Association:

- a) Certificate of Incorporation;
- b) A copy of the Objects of the Association, and any Special Resolution altering the Objects;
- c) A copy of the By-laws and any Special Resolution altering the By-laws;
- d) Copies of originals of all documents, registers and resolutions required by law;
- e) Copies of originals of all financial statements prepared by the auditor of the Association; and
- f) Copies of all other documents directed to be inserted into the Minute Book by the Board.

14. Inspections

14.1 The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided herein or at any time at the Registered Office of the

Association upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director and Officer shall at all times have access to such books. No family member not being a Regular Member of the Association has any rights of inspecting any accounts or books or documents of the Association except as conferred by law or authorized by the Board.

15. Parliamentary Authority

- 15.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Member meetings and Board meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws, the Act, and any special rules of order that the Association and/or Board may adopt.

16. Distribution of Property

- 16.1 Upon the dissolution of the Association and after the payment of all debts and liabilities, and subject to the License of Occupation, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.