

SHAGANAPPI COMMUNITY ASSOCIATION BY-LAWS

SOCIETY NAME

1. The name of the Society shall be the SHAGANAPPI COMMUNITY ASSOCIATION (the "**Association**").

MEMBERSHIP

2. Any person residing within the community boundary outlined below (the "**Community**") may become a member of the Association upon registration and payment of the annual membership as determined by the Board from time to time (the "**Community Members**").
3. The Community is defined by the following boundaries:
 - City of Calgary - South West Quadrant
 - North Boundary: Shaganappi Point Golf Course boundary: Escarpment on the south side of 10 Avenue SW
 - East Boundary: Crowchild Trail SW
 - South Boundary: 17 Avenue SW
 - West Boundary: Shaganappi Point Golf Course boundary; 8 Avenue SW; 33 Street SW
4. Any person residing outside of the Community may become an associate member of the Association upon registration and payment of a fee as determined by the Board from time to time but shall have no rights to vote at meetings or hold office in the Association (the "**Associate Members**").
5. Collectively, the Community Members and Associate Members shall be referred to as members (the "**Members**"). Members of the Association shall have the ability to access the facilities and resources of the Association based on the fees and guidelines provided to them at the time of use.
6. All Members must behave in accordance with the by-laws and objectives of the Association. Any Member of the Association can be removed from membership by Special Resolution for any cause the Association may deem reasonable.
7. All persons in a family of a Member living with the Member shall also be deemed to be Members of the Association for all purposes except for the purposes of voting at meetings of the Association. Only one person from a family shall be entitled to vote at meetings of the Association.
8. Any Members can withdraw from membership of the Association on written notice to the Board through the Secretary or President. If a Member moves outside of the

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Community, the Member would be deemed an Associate Member.

9. No membership fee shall be refunded upon withdrawal from membership in the Association.

BOARD OF DIRECTORS

10. The Board shall be made up of the President, Vice President, Secretary, Treasurer, and three (3) Directors and shall constitute the Board of Officers and Directors of the Association (the "**Board**"). The Board is to be made up of Community Members in good standing with the Association. The persons holding the offices of President, Vice President, Secretary, and Treasurer, (or Secretary-Treasurer) shall also be known as the Officers of the Association (the "**Officers**").
11. The Board shall, subject to the by-laws or directions given them by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association, and meetings of the Board shall be held as often as the business of the Association shall require, and at least once every three months, and shall be called by the President (the "**Board Meetings**"). The General Meetings of the Association may serve as Board Meetings if the Board quorum is present.
12. Any four (4) members of the Board shall constitute a quorum. Meetings of the Board shall 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 Board Meeting; otherwise it shall be null and void.
13. A Board Meeting may be conducted in person, electronically, or by telephone, or a combination of formats as long as the minutes of these meetings are provided to the Secretary to be kept as part of the Association records. Decisions of the Board that are conducted electronically would follow the same quorum and ratification requirements as a meeting of the Board conducted in person.
14. Any person appointed or elected as an Officer becomes an Officer if they were present at the General Meeting when being appointed or elected by Ordinary Resolution and did not refuse the appointment. The person may also become an Officer by Ordinary Resolution if they were not present at the General Meeting but consented in writing to act as an Officer before the appointment or election or provide written confirmation within thirty (30) days after the appointment or election to the Secretary or President.
15. Any person appointed or elected by Ordinary Resolution as a Director becomes a

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Director if they were present at the General Meeting when being appointed or elected and did not refuse the appointment. The person may also become a Director by Ordinary Resolution if they were not present at the General Meeting but consented in writing to act as a Director before the appointment or election or provide written confirmation within thirty (30) days after the appointment or election to the Secretary or President (the "**Directors**").

16. Any member of the Board may be removed for any cause which the Association may deem reasonable by Special Resolution.
17. Any member of the Board may resign from the Board by providing written notice to the Secretary or President.

PRESIDENT

18. The President shall, when present, preside at all meetings of the Association and of the Board (the "**President**"). In the President's absence, the Vice-President shall preside at any such meetings, and in the absence of both, a chairperson may be elected at the meeting to preside over that meeting.
19. The President shall be ex-officio a member of all Committees.

SECRETARY

20. It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same (the "**Secretary**"). The Secretary shall have charge of the Seal of the Association which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President.
21. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such Member as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
22. The Secretary shall keep a record of all the Members of the Association and their contact details, coordinate all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Association, such moneys to be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

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TREASURER

23. The Treasurer shall receive all moneys paid to the Association and shall be responsible for the deposit of same in whatever Bank the Board may order (the "**Treasurer**").
24. The Treasurer shall properly account for the funds of the Association and 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 vetted 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.
25. The Treasurer shall coordinate, submit and retain all reports on the Association activities as required by government or funding organizations.
26. The offices of the Secretary and Treasurer may be filled by one person if declared at the time of the election or appointment of the person.

AUDITING

27. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) Community Members of the Association appointed or elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.
28. The fiscal year end of the Association shall be March 31st.
29. The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

30. This Association shall hold an Annual General Meeting on or before the 31st of July in each year, of which reasonable notice shall be given to all Members (the "**Annual General Meeting**"). At this Annual General Meeting there shall be appointed or elected a President, Vice President, Secretary, Treasurer, (or Secretary-

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Treasurer), and three (3) Directors. The Officers and Directors so appointed or elected shall form the Board.

31. Any vacancy occurring during the year shall be filled at the next General Meeting, provided it is so stated in the notice calling such meeting.
32. A slate of Officers and Directors, if all by appointment, can be voted on at the Annual General Meeting by Ordinary Resolution.
33. In the event of an election for a Board position, the meeting chairperson will collect the names of all persons who have been put forward for the position. The chairperson would then conduct a vote by eligible Community Members in attendance for each candidate. In the event of a tie, the vote would be repeated for the candidates with the top two vote counts with the chairperson abstaining. If there is still a tie, the chairperson would cast the final deciding vote.
34. General Meetings of the Association will follow the schedule setup by the Board from time to time (the "**General Meetings**"). Notice for meetings shall be provided by announcement on the Association's web page, placement of signage in the Community, or by written notice to Members.
35. Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known electronic contact address of each Member. A meeting that is called outside of the General Meeting schedule should be announced to Members ten (10) days prior to the meeting.
36. A special meeting may be called on the instructions of any two (2) Members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting ("**Special Meeting**"). Special Meetings shall be called by ten (10) days notice in writing to Members.
37. Seven (7) Community Members in good standing shall constitute a quorum at any meeting.

VOTING

38. Any Community Member in good standing with the Association shall have the right to vote at any meeting of the Association. Such votes must be made in person at the meeting and not by proxy or otherwise.

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COMMITTEES

39. The Board may from time to time authorize the establishment of committees as may be required to deal with issues and events impacting the Association ("**Committee**").
40. The Board shall establish the mandate for each Committee and shall approve the operations and responsibilities of each Committee.
41. Each Committee shall be chaired by a Director, Officer or Member of the Association and shall report to the Board. The Committee will communicate on its activities as requested at meetings of the Association or to the Board directly as required.
42. If any funds are associated with the operation of a Committee, the Committee will supply a budget to the Treasurer in a format specified by the Treasurer that outlines all forms of revenue and expenditure and all transaction will be handled and treated as being executed as part of the operations of the Association.

REMUNERATION

43. Unless authorized at any meeting and after notice of same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for their services.

BORROWING POWERS

44. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

BY-LAWS

45. The By-laws of the Association may be rescinded, altered or added to by Special Resolution.

RESOLUTIONS

46. An Ordinary Resolution means a resolution passed in a meeting of the Association by a simple majority being greater than fifty per cent (50%) of votes cast by the

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eligible Community Members in attendance ("**Ordinary Resolution**").

47. A Special Resolution means a resolution passed in an Association meeting by a majority of not less than seventy-five per cent (75%) of the votes of those Community Members of the Association who, being entitled to do so, vote in person of which notice of not less than twenty-one (21) days specifying the intention to propose the resolution as a Special Resolution has been given ("**Special Resolution**").

RESPONSIBILITY FOR LOSS

48. Upon becoming a Member of the Association, each Member will be conclusively deemed to have agreed that neither the Association nor any Director, Officer, employee, agent or manager of the Association will be responsible in any way whatsoever for any loss of any property of any Member or any of their guests nor for any damage or loss whatsoever sustained by any Member or their guests in or about the facilities of the Association arising directly or indirectly from the use or occupation of the facilities of the Association.

INDEMNITY

49. Except in respect of an action by or on behalf of the Association to obtain a judgment in its favour, the Association will indemnify and save harmless any Officer or Director or former Officer or Director of the Association, their heirs, executors, administrators, successors and assigns against all liabilities, costs, damages, charges and expenses incurred while acting in good faith on behalf of the Association, unless the same were sustained or incurred as a result of their own fraud, dishonesty, willful neglect, or willful default.

DISSOLUTION

50. Upon dissolution of the Association, accumulated funds held by the Association will be either returned to the organization governing their use or if unrestricted, given to an organization designated by the Board.

NOTICE

51. The provision of notice and references to written communication can be conducted in electronic form, including but not limited to facsimile transmissions (fax), electronic mail (e-mail), internet postings (web pages) and any other method of communication that can be kept as part of the Association records.

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REVISION HISTORY

By-laws registered November 11, 1955

Updated June 27, 1961 - Name Change

Updated June 19, 1975 - Fiscal Year End Change

Updated October 12, 2004 – Dissolution statement added

Updated June 12, 2012 – By-laws updated

Updated June 11, 2013 – Section 27 restated as audit versus review

Corporate Access Number: 50002428

Incorporated under The Societies Act of Alberta on November 14, 1955