

LAKE BONAVISTA COMMUNITY ASSOCIATION

BYLAWS

(Revised May 26, 2004)

THE BYLAWS

LAKE BONA VISTA COMMUNITY ASSOCIATION

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LAKE BONAVISTA COMMUNITY ASSOCIATION
BYLAWS

1. NAME

The name of the Society shall be the Lake Bonavista Community Association, hereinafter referred to as the "Association" or its abbreviated title "LBCA",

2. OBJECTS

The objects of the Society shall be in accordance with the Application for Incorporation filed and registered with the Registrar of Companies, Government of the Province of Alberta, on the 26th day of February, 1970. Objects of Society revised May 26, 2004 by Special Resolution.

3. LBCA BOUNDARIES

3.1 Boundaries

The geographical area of the Association shall include all those lands in the City of Calgary, Alberta, within the boundaries described as follows: Starting at the intersection of Macleod Trail and Anderson Road, east along Anderson Road to a line extension of the easterly property line of homes along Lake Wapta Drive S.E., then east along the center line of Lake Sylvan Drive S. E. to the south-east corner of Lake Ontario Drive S.E., extended to Canyon Meadows Drive S.E.; then west along Canyon Meadows Drive to Bonaventure Drive S . E .; then north along the westerly property line of homes along Bonaventure Drive to 129 Avenue S.E.; then west along an imaginary westerly extension of 129 Avenue S.E. to the centerline of Lake Fraser Drive S.E. and its extension to Lake Willow Road; then west along an imaginary extension of Lake Willow Road to Macleod Trail; then north along Macleod Trail to Anderson Road. (see schedule #1).

4. MEMBERSHIP

4.1 Eligibility

Any Person who resides permanently or temporarily within the boundaries of the Association shall be eligible for membership in the Association upon payment of the prescribed annual membership fee. Any person purchasing a Membership in the LBCA agrees to accept all its Bylaws and Policies in effect from time to time.

4.2 Levels of Membership

The following levels of Association Membership are designated:

a) **Family Membership**

Family Membership is open to residents living within the LBCA boundaries. Membership shall include all individuals living together within any family unit or single resident not living with a family unit. Full voting privileges are exercisable by each adult Member of the family unit to a maximum of two (2).

b) **Associate Membership**

Associate Membership is open to any person temporarily living at the residence of a family unit that has a LBCA Membership in good standing and who wishes to participate in any Association program. Associate Membership is also open to any person who resides outside the boundaries of the Association who wishes to participate in any Association program provided such person meets the applicable criteria established from time to time by the Board of Directors. Associate Members are not entitled voting privileges.

c) **Honorary Membership**

The Board of Directors may admit to "Honorary" membership such other persons as it, in its sole discretion, may deem appropriate.

Honorary members are not entitled to voting privileges.

4.3 Membership Fees

a) Annual Membership fees for each level of Membership in the Association shall be established from time to time by the Board of Directors, and shall be payable in advance.

b) No refunds of membership fees shall be made by the Association upon suspension or withdrawal of a member.

5 GOVERNING STRUCTURE

The affairs and activities of the Association shall be directed by the Executive Committee and a Board of Directors, elected or appointed in accordance with these Bylaws.

5.1 Board of Directors

a) Composition and Tenure

- i) Any individual nominated for a position on the LBCA Board of Directors must be a Full Member of the Association in good standing.
- ii) Associate and honorary Members shall not be allowed to stand for election or hold office.
- iii) The Board of Directors shall consist of no fewer than eight (8) and no more than sixteen (16) Directors, including the immediate Past-President. The immediate Past-President shall be an ex-officio Member of the Board of Directors with full voting privileges. All Directors and executives of Association are volunteers and are not paid for their services.
- iv) All Directors, with the exception of the Immediate Past-President, shall be elected by the Members. All Directors shall serve for a two-year term, which shall end at the conclusion of the second Annual General Meeting following their election.
- v) Notwithstanding Section 5.1(a)(iv), in order to facilitate staggered terms of the Directors, at the Annual General Meeting at which these Bylaws are approved by the Members, but not subsequently, one half of the directors positions, as designated by the President prior to such Annual General Meeting, shall hold office for one year and the other half for two years. Initially the President may only serve a one year term.
- vi) Subject to the maximum number of Directors set forth in Section 5.1(a)(iii) hereof, the Board of Directors may by resolution approved by a majority of those Directors present and eligible to vote, appoint Directors to fill any vacancy among their number as may from time to time be necessary.
- vii) Notwithstanding Section 5.1(a)(iii) hereof the board of Directors may from time to time by resolution approved by two-thirds majority of those directors present and eligible to vote, appoint one or more additional Directors to serve for a term to be established by the Directors in such resolution, but in no event shall such term extend beyond the conclusion of the next ensuing Annual General Meeting.

b) Nominations

- i) The Board of Directors shall appoint a Nominating Committee Chairman, not later than thirty (30) days prior to the Annual General Meeting. The Nominating Committee Chairman shall advise the Members by notice posted in a conspicuous place in the LBCA facilities of the time and place of the Annual General Meeting, the Directors positions to become vacant and the procedures to be followed in nominating candidates to those positions.
- ii) Nominations may be presented in writing to the Nominating Committee Chairman or LBCA Administration at any time up to but not after forty-eight (48) hours prior to the scheduled commencement time of the Annual General Meeting. Nominations must be signed by the nominee, acknowledging his/her willingness to serve if elected, by at least two nominators. Nominees and nominators must be adult Members in good standing with voting privileges in the Association.
- iii) The Nominating Committee Chairman shall prepare, not later than twenty-four (24) hours prior to the scheduled commencement time of the Annual General Meeting, a ballot containing the names of at least one nominee for each Director vacant position. The ballot shall be posted in a conspicuous place in the LBCA Facilities. Nominations will not be accepted from the floor of the Annual General Meeting.
- iv) Members shall vote by ballot at the Annual General Meeting. The President shall appoint Tellers who shall receive and count the ballots and report the results. The President shall announce and declare elected, at the Annual General

Meeting, those candidates receiving the greatest number of votes cast for their respective office. In the case of a tie vote, the Board of Directors shall elect, by secret ballot, from those candidates tied for the office, the successful candidate.

c) Authority

- i) The Board of Directors shall be responsible for the overall direction and control necessary to maintain effective operation of the Association within the established the Bylaws., Policies and Procedures established and approved by the Board of Directors.
- ii) The Board of Directors is empowered to deal with and transact business of a general administrative nature and within the annual budget approved by the Members at the Annual General Meeting. The Board of Directors is not empowered to borrow money, to enter into transactions involving the purchase or sale of land nor to commence facility construction or renovation the cost of which will exceed \$100,000, without the specific approval of the Members by special resolution.

iii) The Board of Directors may at any time retain such advisors, consultants or staff as it deems necessary to carry out its duties and functions. At the invitation of the Directors, any such advisor, consultant or staff may attend Board Meetings, but shall not be entitled to vote upon any matter before the Directors at such meeting.

iv) The Board of Directors shall have the authority to interpret The Bylaws and the Associations Policies and Procedures any such interpretation shall be final and binding.

d) Quorum and Voting

i) A majority (Fifty percent plus one) of the Directors shall comprise a quorum for the transaction of the business by the Board of Directors at any duly constituted meeting.

ii) Each Director shall have one vote on each matter requiring a vote and, in the event of a tie, the Director acting as Chairman of the meeting shall have an additional and deciding vote.

e) Directors Meetings

i) Within 30 days of the Annual General Meeting, the Directors shall hold their first meeting and thereafter they shall meet at least once every sixty (60) days during the period from October 1 to June 30. Meetings of the Board of Directors will not generally be required from July 1 to August 31.

ii) Meetings of the Directors shall be held in the City of Calgary at a location determined by the Chairman and the Directors shall be given at least seven (7) days advance notice of such meeting.

f) Annual Report

The Board of Directors shall report to the members of the Association at the Annual General Meeting. The Annual reports shall include an Audited Financial Statement and Executive Reports.

g) Member Concerns and Input

i) The Board of Directors shall give members reasonable opportunities to express their views and concerns to the Directors. The Board of Directors may request a Member to put his/her issue in writing before acting upon it.

6 OFFICERS

6.1 President

- a) The President shall have primary signing authority and be the spokesperson who interprets principles, policies and objectives of the Association. The President shall preside as chairman at all Board of Director meetings, Executive Council meetings and meetings of the Members. He shall be ex-officio Member of all committees. The President (or Chairman) shall assign a member that is present at the meeting to take minutes of the meeting.
- b) The President shall exercise general supervision and direction of the affairs of the Association, the activities of the Executive Committee, the Board of Directors and Program Leaders; all in accordance with the Objects of the Association and the Bylaws, subject to control of the Board of Directors.

6.2 Vice-President Operations

- a) Vice-President Operations shall assume the duties and responsibilities of the President in his/her temporary absence.
- b) The Vice-President Operations shall have overall responsibility for facilities operation and maintenance, general LBCA administration and related budgeted expenditures.

6.3 Vice-President Community Affairs

- a) The Vice-President Community Affairs shall assume the duties and responsibilities of any other Vice-President in his/her temporary absence, as determined by the President.
- b) The Vice-President Community Affairs shall have overall responsibility for: civic affairs, communications (including LBCA Bugle) and social affairs and related budgeted expenditures.

6.4 Vice-President Programs

- a) The Vice-President Programs shall assume the duties and responsibilities of any other Vice-President in his/her temporary absence as determined by the President;
- b) The Vice-President Programs shall have overall responsibility for all LBCA Sports and Daytime Programs and related budgeted expenditures and shall preside at all meetings of the related Committees.

6.5 Immediate Past President

- a) The Immediate Past President shall serve primarily as an advisor, providing general guidance to the Board of Directors and Executive Committee in accordance with the purposes and provision set forth in The Bylaws.
- b) The Immediate Past President may also perform special duties as designated by the President and Board of Directors and shall also act as an advisor to the President or meeting Chairman on matters related to The Bylaws, Policies and Procedures.

6.6 Vice-President Finance

- a) The Vice-President Finance shall be responsible for financial accounting, budgets, banking and the financial audit with assistance from paid Administrative staff of the Association.
- b) The Vice-President Finance shall prepare a preliminary annual budget which shall be submitted to the Board of Directors for approval at the Board Meeting prior to the new fiscal year
- c) The Vice-President Finance shall present interim financial and related reports to the Board of Directors at regular meetings and shall assist with preparation of the Annual Report.
- d) The Vice President Finance shall perform such other related financial duties as may be designated by the President and Board of Directors or as set forth in the Bylaws.

6.7 Program Directors

- a) Each Program Director shall be a Member of the Board of Directors elected or appointed as provided for in the Bylaws.
- b) Each Program Director shall be responsible for and shall direct and control the activities and affairs for the designated program
- c) Each Program Director shall ensure all actions taken are in accordance with established Policies and Procedures and provisions set forth in the Bylaws.

6.8 Program Leaders

- a) A Program Leader shall be appointed by and report to the Program Director with responsibility for such program
- b) Each Program Leader shall direct and control the activities and affairs for their specific program or function, respectively including all related budgeted expenditures , and shall ensure all actions taken are in accordance with established Policies and Procedures and provisions set forth in the Bylaws. Program Leaders shall attend and participate in their respective Program Committee meetings.

7.0 EXECUTIVE COMMITTEE

7.1 Composition

- a) The Executive Committee shall consist of the President, Vice-President Operations, Vice-President Community Affairs, Vice-President Sports, Vice-President Finance and Immediate Past President.
- b) The Executive Committee shall be a Committee of the Board of Directors and shall have the following duties and responsibilities.
 - i) The transaction of normal day-to-day activities and emergency matters affecting the Associations operations, as delegated by the Board of Directors.
 - ii) Co-ordination of policy formulation, financial planning and recommendations for approval of the Board of Directors.
 - iii) First level of formal appeal for any disciplinary action imposed by any Program Committee.

7.2 Executive Committee Meetings

- a) A quorum of the Executive Committee shall be a majority (Fifty percent plus one) of its Members. Decisions will be taken by majority vote of those Members present and eligible to vote and will be presented to the Board of Directors for consideration.
- b) The Executive Committee shall meet as often as deemed necessary to review the operations of the Association and raise or review items requiring resolution.
- c) Any member of the Executive Committee may convene a meeting on three (3) days notice, which may be waived by unanimous consent.
- d) Executive Committee meetings may take place by telephone.

8 PROGRAM COMMITTEES

8.1 Composition

- a) A Program Committee shall be comprised of the respective Vice-President or Director having responsibility for that Program, the Program Leader, the Program Coordinators and any other representatives deemed necessary by such Vice-President or Director.

8.2 Authority and Meetings

- a) A Program Committee shall be empowered to deal with and transact business of a general nature, related to its specific program area.
- b) Each Committee shall be empowered to make commitments on behalf of the Association falling within its approved budget. Any other commitments must fall within its program mandate and have prior approval of the Board of Directors.
- c) The decisions and actions of the Program Committees shall always be subject to review and change, if thought advisable, by the Board of Directors.
- d) Decisions will be taken by majority (Fifty percent plus one) vote of those Members present and eligible to vote and will be presented to the Board of Directors for consideration.
- e) Each Program Committee may meet as required to formally raise and review items affecting the operation and activities of each function within the obtain resolution of any concerns for the formal presentation to the Board of Directors for subsequent action.

9 MEETINGS

9.1 Annual General Meeting

- a) The Annual General Meeting of the membership of the Society shall be held each year, after the 1st day of July , and on or before the 15th day of September.
- b) Such meetings shall be at a time and place in the City of Calgary as may be determined by the Board for the purpose of transacting matters of policy and business concerning the Association as a whole.
- c) The following items of business shall be dealt with at the Annual General Meeting:
 - i) The Approval of Minutes of the last previous Annual General Meeting and any Special Meetings held during the year.
 - ii) Business arising from the minutes
 - iii) Report of the President
 - iv) Reports of the Vice-Presidents
 - v) Report of the Auditors of the financial statement.
 - vi) Appointment of Auditor(s) of the financial statement for the ensuing year.
 - vii) Approval of the ensuing years budget.
 - viii) Special Resolutions.
 - ix) New business.
 - x) The election of the Board of Directors for the ensuing year.

9.2 Special Meetings

- a) Special Meetings of the membership of the Association shall be called within thirty (30) days by the
 - i) President or by a majority (Fifty percent plus one) of the Board of directors; or
 - ii) President upon written request signed by no less than one hundred (100) adult Members in good standing stating the purpose of or

reason for such intended meeting, delivered to the President or Administration whereupon the President shall convene a Special Meeting.

9.3 Quorum and Voting

- a) At the Annual General Meeting or any Special Meeting of the Society, a quorum shall consist of not less than twenty five (25) Members in good standing at the time of any meeting.
- b) Each adult family member (Maximum of 2 per family) in good standing and personally in attendance shall be entitled to one vote on all matters presented. There shall be no votes by proxy.
- c) Unless otherwise required by the Bylaws or by applicable law, all decisions shall be decided by a simple majority of the votes cast by the members present and entitled to vote.

9.4 Notice of Meetings

- a) All members shall be notified of the Annual General Meeting as required herein and of all other Special Meetings of the Association by notice in writing, stating the purpose or purposes for which said meeting is being called. Such notice shall be mailed or delivered to the last known address of each full Member not less than 7 days prior to the date of such meeting, unless The Bylaws call for a special requirement.
- b) Notice of any Meeting where Special Resolutions will be proposed to the Membership, shall be mailed or delivered not less than 21 days prior to date of such meeting.

10 ADMINISTRATION

10.1 Books and Records

- a) The official books and records of the Association shall be maintained at the general office of the Association under the custody of the Administration, who has responsibility for their maintenance. These records shall include:
 - i) Minutes of all Executive, Board of Directors and Special Meetings along with a record of attendees.
 - ii) A record of the names, civic addresses, email addresses (if

available) and telephone numbers of all Association and Bonafund members.

- iii) A debenture register (if required).
 - iv) All legal contracts and agreements, insurance policies and other documents of importance to the Association.
 - v) Copies of correspondence to or from the Association and other documentation related to the operation of the various programs or functions.
- b) The books and records of the Association may be inspected by any full Member in good standing at any time, during normal LBCA office hours, at the offices of the Association, upon giving reasonable notice to administration.

10.2 SEAL

- a) The Board of Directors shall provide for the safe custody of the Seal of the Association. The Seal shall not be used except as authorized by the Board of Directors which shall make such regulations with regard to the affixing thereof as it deems necessary.
- b) The Seal whenever used on legal documents shall be authenticated by two signatures, being those of the President and any one of the Vice-Presidents.

10.3 FINANCE

- a) Fiscal Year

The fiscal year of the Association shall be from July 1st through June 30th.

- b) Banking

All monies belonging to the Association shall be deposited in its name in the bank or trust company account(s) established by the Vice-President Finance at the bank or trust company as directed by the Board of Directors.

- c) The Board of Directors may open, operate and close out such other bank or trust company accounts, in order to maintain a sinking fund, building

fund or otherwise, as the Board of Directors requires.

- d) An Annual budget shall be prepared and presented for approval to the Membership at the Annual General Meeting. The respective Program Leader for their areas of responsibility shall administer budgetary controls as required by the Vice President of Finance.
- e) In all cases, expenditures or commitments shall be made in accordance with the budget and the authorization levels defined in the Bylaws.
- f) The Board of Directors must approve expenditures or commitments for goods or services not included in the budget as otherwise provided by the Bylaws.
- g) The Program Leader must approve all expenditures or commitments, providing the expenditures do not exceed budgetary limits.
- h) Under the supervision of the Vice-President Finance, the LBCA Administration shall receive all monies paid to the Association, make disbursements as authorized, keep an accurate account of the financial status of the Association and ensure that all audits of accounts are duly conducted.
- i) Each of the President, Vice-President Finance and Vice-President of Operations and other special designates shall have signing authority for the Association. Signatures of any two of these signing authorities shall be required on all cheques or other orders for payment, contracts and letters of intent.
- j) Additional signing authorities may be appointed on an annual basis by resolution of the Board of Directors.
- k) The Financial Statements of the Association shall be audited annually by an independent Auditor, appointed by resolution of the Membership at the Annual General Meeting. Results of such audit shall be reviewed with the Board of Directors and presented to the Membership at the Annual General Meeting.

11 BORROWING

- a) For the purposes of carrying out its Objects, the Association may by special resolution borrow or raise and secure the payment of money in such manner as it shall require, including issuing promissory notes, mortgages and debentures.

12 SPECIAL RESOLUTION

As defined by Section 1 (d) of the Societies Act, Chapter S-18, Revised Statutes of Alberta, 1980, with amendments in force as of May 1, 1996, "SPECIAL RESOLUTION" MEANS:

- a) A resolution passed
 - i) at a General Meeting of which no less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - ii) by the affirmative vote of not less than seventy-five (75) percent of those members who, if entitled to do so, vote in person, or by proxy, or
- b) A resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
- b) 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, where proxies are permitted, by proxy,

Any legislation promulgated in replacement of Section 1 (d) of the Societies Act, Chapter S-18, Revised Statutes of Alberta 1980, and amendments thereto shall take precedence over the meanings noted above.

13. AMENDMENTS

- a) The Association may, by Special Resolution, amend or change its name from time to time.
- b) The Association may, by Special Resolution, amend, alter or rescind the objects of the Association, or the Bylaws.

14. SUSPENSION AND WITHDRAWAL

14.1 Removal/ Resignation of Members

- a) The Board of Directors may by a majority vote of the Directors present and eligible to vote. Suspend or expel any Member whose conduct shall have been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or whose conduct represents a willful breach of these Bylaws and/or other policies and procedures approved by the Board of Directors
- b) No such vote shall be valid or enforceable unless at least three days written notice has been delivered to such Member, from the Board of Directors, describing the conduct or infraction. The notice shall give the date, time and place at which time such Member may make representation to the Board of Directors.
- c) The Board of Directors shall be the final level of formal appeal for any disciplinary action imposed by any and all appointed representatives of the LBCA. This formal appeal will be preceded by a formal appeal to and decision from the Executive Committee, with exception under special circumstances and agreed to by both parties.
- d) Any Member may withdraw from Membership upon giving proper request to the LBCA Administration.

14.2 Removal of Directors

- a) Upon a Director being absent from two (2) consecutive Board of Directors or Executive Committee meetings, during a year, the Board of Directors may by resolution forthwith dismiss such Director without notice.
- b) Program Leader, signed by at least two hundred and fifty (250) adult Members in good standing, the President shall convene a meeting of the Board of Directors to consider such petition. At least thirty (30) days notice of such meeting shall be given to the Members and the affected Director or Program Leader, along with a description of the purpose of such meeting.
- c) The Director or Program Leader who is the subject of such petition and one or more delegates representing such petitions shall be present at such meeting, the latter in such number as is determined by the Board of Directors. The decision to remove any Director or Program Leader shall be determined by a two-thirds majority decision of the Directors present

and eligible to vote, provided that the individual the Director who is the subject of such petition shall not be eligible to vote on such matter.

- d) The decision of the Board of Directors in respect of any petition of the Members shall be final and binding on all concerned.

