

# BYLAWS OF BRIDGELAND-RIVERSIDE COMMUNITY ASSOCIATION

## ARTICLE 1 - NAME

### 1.1 Name

The name of the Society is Bridgeland-Riverside Community Association.

## ARTICLE 2- INTERPRETATION

### 2.1 Definitions

As used in these Bylaws the following capitalized words have the following meanings, and uncapitalized words, if used or defined in the Act, are used or defined in the same way in these Bylaws:

- (a) **Act** means the *Societies Act*, RSA 2000, c. S-14.
- (b) **Board** means the board of directors of the Society from time to time.
- (c) **Bylaws** means these bylaws of the Society.
- (d) **Chair** means the chair of the Board.
- (e) **Community** means the neighbourhood of Bridgeland-Riverside, the geographic boundaries of which are identified in Article 3.1.
- (f) **Director** means a director of the Board.
- (g) **Governance Resolution** has the meaning defined by Article 8.3.
- (h) **Member** means a person who is a member in good standing of the Society.
- (i) **Officer** has the meaning defined by Article 9.1 (a).
- (j) **Society** means Bridgeland-Riverside Community Association, an Alberta society.
- (k) **Vice Chair** means the vice chair of the Board.
- (l) **Voting Member** means a Member who has the right to vote for the election of Directors.

### 2.2 Singular and plural words

A word defined in its singular form in Article 2.1 has the corresponding meaning when used in its plural form.

## **2.3 Notice**

Whenever these Bylaws identify that notice of an event must be given, the day on which such notice is given will be excluded from the computation of the notice period but the day of the event for which notice is given will be included in the computation of the notice period.

## **ARTICLE 3 – COMMUNITY BOUNDARIES**

### **3.1 Community boundaries**

- (a) The geographic boundaries of the Community are delineated in the map attached as Appendix I.
- (b) The geographic boundaries of the Community may be changed from time to time either by a special resolution of the Members or by a Governance Resolution of the Board, but in the latter case the geographic boundaries of the Community may not be changed to be narrower in scope than the boundaries then recognized by the City of Calgary as defining the community of Bridgeland-Riverside.

## **ARTICLE 4 - MEMBERSHIP**

### **4.1 Eligibility for membership**

- (a) Anyone who is an individual, who is of legal voting age under Alberta law, and who is ordinarily resident in the Community is eligible to be a Member of the Society.
- (b) For greater certainty, an individual who ceases to be ordinarily resident in the Community is thereupon no longer eligible to be a Member under Article 4.1(a).
- (c) By Governance Resolution, other persons or classes of persons not mentioned in Article 4.1(a) including, for greater certainty, bodies corporate, individuals who have not obtained legal voting age, and persons who are not ordinarily resident in the Community, may be made eligible to be Members of the Society according to such eligibility criteria as may then be defined.
- (d) No person will become a Member except upon providing such information, paying such fees, and doing such other administrative or financial acts and things, and all according to such procedures and subject to such terms, as the Board may from time to time in its discretion determine.
- (e) If any person or class of persons described in Article 4.1(c) is made eligible for membership in the Society, then for greater certainty the Board will have the authority to admit such person or class of persons as a Member or Members for a limited purpose, for a limited time, with or without the right to vote, and upon or subject to any other condition or conditions the Board determines is or are in the best interests of the Society.

### **4.2 Term or duration of membership**

The Board may set rules defining when persons can apply for membership and how long membership will persist before it must be applied for again, but such rules must in any event allow an individual whose eligibility for membership is defined by Article 4.1(a) to attain the status of Member at any time up to and including immediately prior to the scheduled commencement of any annual general meeting of the Society or of any other meeting of Members at which the election of directors is to occur.

#### 4.3 Membership register and contact information

- (a) The Board will maintain a register of Members in good standing, and such register will identify each Member's:
  - (i) full name;
  - (ii) residential address, if the Member is an individual;
  - (iii) street address, if the Member is not an individual;
  - (iv) the Member's postal address, if different from (ii) and (iii);
  - (v) the date upon which the Member was admitted as a Member;
  - (vi) the date upon which the Member ceases to be a Member;
  - (vii) telephone number or numbers, if available;
  - (viii) email address or addresses, if available;
  - (ix) other contact information of such a type as the Board may in its discretion choose to accept for registration purposes and including, for example, social media account information; and,
  - (x) the class of the Member's membership, if applicable.
- (b) Each Member will be responsible for informing the Board of any change of the Member's contact information as recorded in the register.
- (c) The register of Members will be used by the Society 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.

#### 4.4 Withdrawal

Members may resign or withdraw from membership by written notice to the Board, and the effective date of such resignation or withdrawal will be the date on which the Board receives the notice, or the effective date specified in the notice, whichever is later.

#### 4.5 Expulsion or suspension of a Member

The Board may, by a three quarters 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 Society; or,
- (b) the Member materially breaches these Bylaws or any policy, rule, or regulation of the Society in effect from time to time.

#### 4.6 Voting rights of Members

- (a) A member whose class of eligibility is defined by Article 4.1(a) has full voting rights in the Society.

- (b) Subject to Article 6.8(e), voting rights may only be exercised by a Member personally attending a duly called Members' meeting.

## **ARTICLE 5 – FISCAL YEAR**

### **5.1 Fiscal year**

The fiscal year of the Society will be January 1 to December 31 each year.

## **ARTICLE 6 - MEMBER MEETINGS**

### **6.1 Annual general meeting**

- (a) The Board will convene an annual general meeting of the Society at least once every fiscal year, ordinarily before May 31, or in any event as required by applicable law.
- (b) The business conducted at each annual general meeting will include:
  - (i) electing the Directors of the Society;
  - (ii) presenting the audited financial statements and the auditor's report to the Members;
  - (iii) appointing the auditor for the next succeeding fiscal period;
  - (iv) presenting the report of the Board to the Members; and,
  - (v) any other matters that have been properly brought forward for consideration at the meeting.

### **6.2 Calling Members' meetings**

- (a) The Chair will call the annual general meeting on the direction of the Board by giving notice of the meeting, directly or via the Secretary, to the Members, to the Directors, and to the Society's auditor.
- (b) If the Chair fails to call an annual general meeting, then the Board will call the meeting.
- (c) The Board may call a special meeting of Members by ordinary resolution.
- (d) Not fewer than 15 Members (or not fewer than a majority of Members if there are fewer than 30 Members) may requisition a special meeting of Members upon notice addressed to the Board, to the Directors individually, and to the Society, and within 10 days of such notice the special meeting of Members will be called.
- (e) To be valid, a written requisition as contemplated by Article 6.2(d) must contain a description of the business to be conducted at the proposed special meeting of Members.
- (f) To be valid, a written requisition as contemplated by Article 6.2(d) must be signed by at least 15 Voting Members if the proposed business contemplates the election of one or more Directors, including the President, or any special resolution within the meaning of the Act.
- (g) If a special meeting of Members has been called for, the Chair will call the meeting on the direction of the Board by giving notice of the meeting, directly or via the Secretary, to the Members and the Directors, and if the Chair fails to call the meeting, then the Board will call

the meeting, and if both the Chair and the Board fail to call a meeting of the type contemplated by Article 6.2(d), then any Member who signed the requisition may call the meeting.

### 6.3 Notice of Members' meetings

- (a) At least 21 days' notice must be given to Members of each annual general meeting and of any special meeting the business of which involves the election of one or more Directors, including the President, or proposing a special resolution within the meaning of the Act.
- (b) Notice of a Members' meeting will specify the date, time, and place of the meeting.
- (c) In the case of any special meeting of Members, or of any special business to be conducted at an annual general meeting, notice of a Members' meeting must contain reasonable detail as to the special business proposed to be conducted at such meeting.
- (d) Anyone responsible for giving notice of a meeting of Members' meeting must give notice of such meeting publicly in the Community and depending upon the circumstances such notice may be given in all or any of the following ways with the effective time of notice for each way being as indicated:

Manner of Notice	When Deemed Effectively Given
Email notice to Members at the email addresses in the register	Immediate
Written notice in print format delivered to the addresses of Members in the register	The day after delivery
Written notice in print format mailed to the addresses of Members in the register	7 days after posting except in the case of a general postal strike or other similar interruption of postal services
Published notice in print format in any community newsletter or in any other similar print document such as a flyer that is delivered to addresses throughout the Community	7 days after delivery
Notice posted electronically on the Society's website or posted online via any other electronic means such as any social media channel	14 days after posting
Notice on printed signs displayed publicly in the Community	14 days after display

### 6.4 Record date

- (a) The Directors may fix in advance a date as the record date for notice of a meeting of Members, but if so fixed such date shall not precede the meeting in question by more than 50 days or by fewer than 14 days.

- (b) If no record date for a particular meeting is fixed by the Directors, then the record date for such meeting of Members will be 5:00 PM on the last business day preceding the day on which the notice is given.

## **6.5 Waiver of notice for Members' meetings**

- (a) Waiver of notice of an annual general meeting or a special meeting of Members may be given in writing to the Chair or in any other reasonable manner before or after the meeting.
- (b) Attendance at a meeting will be considered to be a waiver of notice unless attendance is for the sole express purpose of objecting to the validity of the meeting.

## **6.6 Errors in notice of Members' meetings**

No error or omission in giving notice of any annual general meeting or special meeting of Members or any adjournment thereof will invalidate such meeting or make void any proceedings or decisions made by the Members at such meeting unless such error or omission was caused by the wilful or grossly negligent conduct of the Chair, the Board, or the Member who prepared the notice.

## **6.7 Quorum for Members' meetings**

- (a) A quorum for all annual general meetings and special meetings of Members will be 15 Voting Members except if there are fewer than 30 Voting Members of the Society at the time in which case quorum will be at least 50% of the Voting Members.
- (b) 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.
- (c) If a quorum is not present at 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.
- (d) In the case of an adjournment as contemplated by Article 6.7(c) the notice provisions of Article 6.3 do not apply and the time and place for the reconvened meeting will be decided at the discretion of the chair of the meeting, and 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.

## **6.8 Decisions of Members and voting**

- (a) Except in the case of special resolutions requiring the three quarters majority of votes contemplated by the Act, and except for voting to elect Directors, all decisions of Members at a meeting will be made by ordinary resolution.
- (b) By default all voting will be by show of hands or display of voting cards, unless:
  - (i) by ordinary resolution the Members present at a meeting direct that a vote occur by secret ballot instead; or,
  - (ii) if an ordinary resolution under Article 6.8(b)(i) has not been passed, then by poll if a poll is requested by any three Voting Members.

- (c) The tabulated results of any voting that occurs to elect a Director position that has been contested by more than one candidate will be announced at the meeting where the voting occurs and also recorded in the minutes of the meeting.
- (d) The chair of the meeting will not vote except in the case of a tie, in which case the chair has a casting vote.
- (e) A written resolution signed by all Members will be valid as if the resolution had been passed instead at a duly called meeting of Members.

## **6.9 Participation in meetings**

- (a) Only Voting Members may make motions, speak to motions, or second motions at a Members' meeting.
- (b) Subject always to Article 6.9(a), the Board, when setting an agenda for a Members' meeting, or the Members, by ordinary resolution at a meeting, may allow non-voting Members or other persons to participate in the meeting in respect of matters that may be of interest to Members generally.

## **6.10 Chair of Members' meetings**

The Chair will act as the chair of all meetings of Members, or in the absence of the Chair, the Vice-Chair, or in the absence of both the Chair and the Vice-Chair, then any other Director or any other Member in either case with the consent of the majority of the Voting Members present.

# **ARTICLE 7 - THE BOARD**

7

## **7.1 Authority**

- (a) The Board will manage the business and affairs of the Society subject to the Bylaws and the Act.
- (b) The Board may delegate authority from time to time except its authority to:
  - (i) expel or suspend a Director or a Member; or,
  - (ii) fill a vacancy on the Board.

## **7.2 Minimum and maximum number of Directors**

The minimum number of Directors will be five and the maximum number will be 13.

## **7.3 Qualification to be a Director**

- (a) Only Voting Members may be Directors.
- (b) The following persons are disqualified from being a Director:
  - (i) anyone who is not of legal voting age under Alberta law;
  - (ii) anyone who

- (A) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* (Alberta) or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act* (Alberta),
  - (B) is a formal patient as defined in the *Mental Health Act* (Alberta),
  - (C) is the subject of an order under *The Mentally Incapacitated Persons Act*, RSA 1970 c.232 appointing a committee of the person or estate, or both, or,
  - (D) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (iii) a person who is not an individual; and,
  - (iv) a person who has the status of a bankrupt.
- (c) A person who is elected or appointed a Director is not a Director unless:
- (i) the person was present at the meeting when the person was elected or appointed and did not refuse to act as a Director, or
  - (ii) if the person was not present at the meeting when the person was elected or appointed:
    - (A) the person gave written consent to act as a Director before the person's election; or
    - (B) the person has acted as a Director pursuant to the election or appointment.
  - (iii) For the purpose of this Article 7.3(c), a person who is elected or appointed to be a Director but refuses or fails to consent to or act as a Director is deemed not to have been elected or appointed a Director.

#### **7.4 Term of office as Director**

- (a) Each Director will be elected for a term commencing at the conclusion of the annual general meeting or special meeting of Members at which such Director is elected and expiring not later than the conclusion of the next succeeding annual general meeting.
- (b) For greater certainty, if not otherwise elected at an intervening special meeting of Members called for that purpose, all Directors must be elected with at least the frequency required in relation to the convening of annual general meetings.
- (c) A Director upon re-election may thus serve for more than one successive term, but except if authorized by special resolution of the Members, no Member may serve for more than five successive terms as Director.

#### **7.5 President**

- (a) One Director on the Board may carry the title President and ordinarily one Voting Member will be so elected at each annual general meeting or at a special meeting of Members called for such purpose, except if:

- (i) there is no candidate for Director who wishes to stand for election as named President, or
- (ii) the Members do not elect the candidate for Director who wishes to stand for election as named President,

in which case the Board will be elected as otherwise contemplated by these Bylaws and the Society will operate without a named President unless and until the Members elect a Director to carry that title.

- (b) The Board may, but need not, delegate particular authority or duties to the President.

## **7.6 Electing Directors**

- (a) The chair of the annual general meeting or of any special meeting of Members called for the purpose of electing one or more Directors will take note of whether any position to be elected, including the position of President, is being contested by more than one candidate.
- (b) In the absence of a contest for any position on the Board, including the position of President, the Chair may declare a candidate acclaimed without the need for a vote, and if there is more than one such uncontested position then all such positions may be declared acclaimed at the same time.
- (c) Insofar as an election is not by acclamation, then the outcome of the election will be determined by plurality vote, such that the candidate who receives the most votes will be elected to the position on the Board to which that election pertains or those candidates receiving the most votes will be elected to the corresponding number of positions on the Board, as applicable.
- (d) For greater certainty, a candidate for Director, including a candidate for President, may contest the election of another candidate for Director, including a candidate for President, even if, as a result of such contest being resolved by vote, there will be vacant positions left on the Board.

## **7.7 Vacancies**

- (a) The Directors may fill only a vacancy on the Board that results from an elected Director ceasing to hold office before the expiry of such Director's term.
- (b) A Director appointed by the Board to fill a vacancy will hold office for the unexpired term of the predecessor.
- (c) If the Members fail to elect the minimum number of Directors required at an annual general meeting, then the remaining Directors then in office will call a special meeting of Members to elect at least such minimum number, and if they fail to call the required special meeting of Members, then the required special meeting of Members may be called by any single Member.

## **7.8 Removal of Directors**

- (a) The Board may remove any Director from the Board before the expiry of such Director's term:

- (i) for any assessed failure in the discharge of such Director's duties including, without limitation, poor attendance at meetings;
  - (ii) if the conduct of the Director is determined by the Board, in its sole discretion, to be improper, unbecoming of, or contrary to the interests or reputation of the Society; or,
  - (iii) for non-compliance with the Bylaws or any policy, rule, or regulation of the Society in effect from time to time.
- (b) A resolution to remove a Director from the Board must be approved by at least three quarters of the Directors then holding office at a meeting duly called for that purpose.
- (c) Written notice of a meeting called for the purpose of considering a proposed resolution to remove a Director, and written notice of the text of the proposed resolution itself, must be given to the affected Director at least 14 days before the date of such meeting, and the notice will also include a summary of the reasons for the proposed resolution.
- (d) A Director whose removal is proposed will be given a reasonable opportunity to be heard at the meeting that has been called to consider the proposed resolution before the Directors vote on the proposed resolution.
- (e) The Members may, by ordinary resolution, remove any Director from office before the expiration of such Director's term and may, by ordinary resolution at the same meeting, elect any person in the stead of such Director for the remainder of such removed Director's term.

## 7.9 Nominations

- (a) The Board will either directly or via its appointment of a nominating committee prepare a list of persons nominated or standing for election to the Board to accompany the notice of the annual general meeting each year.
- (b) If the number of candidates nominated or standing for election is equal to or less than the number of positions available, the Board may but need not present all or any part of such list of candidates as a slate at the annual general meeting or at a special meeting called for the purpose of electing Directors.
- (c) Any Voting Member may nominate a qualified Member to stand for election as a Director, and any such nomination, if in writing, must be accompanied by the written consent of the nominee.
- (d) The Board may by Governance Resolution prescribe rules concerning the procedures and time frames required to be followed in respect of nominations to the Board for the purpose of better ensuring the orderly conduct of any annual general meeting or special meeting of Members, and for the purpose of encouraging informed decision-making by Members.

## 7.10 Vacating the office of Director

- (a) A Director will cease to hold office upon resignation, removal from office, or upon ceasing to be qualified to be a Director.
- (b) A Director may resign from the Board by written notice to the Board, and the effective date of such resignation or withdrawal will be the date on which the Board receives the notice, or the effective date specified in the notice, whichever is later.

## **7.11 Validity of acts**

An act of a Director is valid notwithstanding an irregularity in election or appointment or a defect in qualification.

## **7.12 Remuneration of Directors**

No person will be paid any remuneration for performing the role of Director of the Society, but for greater certainty a Director may be reimbursed for reasonable out-of-pocket expenses properly incurred in connection with the affairs of the Society.

## **7.13 Conflict of interest**

- (a) A Director will disclose to the other Directors, 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 Director has in a material contract or material transaction, whether made or proposed, with the Society if the Director:
  - (i) is a party to the contract or transaction;
  - (ii) is a director or officer 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.
- (b) The disclosure required by Article 7.13(a) will be made:
  - (i) at the meeting at which a proposed contract or transaction is first considered;
  - (ii) if the Director was not, at the time of the meeting referred to in 7.13(b)(i), interested in the proposed contract or transaction, then at the first meeting after the Director becomes so interested;
  - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or,
  - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Society's activities, would not require approval by the Directors, then a Director 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 Director's interest.
- (d) A Director required to disclose under Article 7.13(a) or 7.13(c):
  - (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.

- (e) Even if the conditions of this Article 7.13 are not met, a Director, acting honestly and in good faith, is not accountable to the Society for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason of the interest of the Director in the contract or transaction, if:
  - (i) the contract or transaction is approved by the Members;
  - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and,
  - (iii) the contract or transaction was reasonable, fair, and in the best interests of the Society when it was approved or confirmed.

## ARTICLE 8 - DIRECTORS MEETINGS AND RESOLUTIONS

### 8.1 Decisions of Directors

- (a) Except as otherwise indicated in these Bylaws, all decisions of the Board will be made by resolution passed by a majority of Directors present and voting at a duly constituted meeting of the Board, and in the case of a tie vote the chair of the meeting will have a second or casting vote.
- (b) A Director may vote by way of proxy given to another Director, and the Director who gives the proxy may express the proxy subject to terms and conditions limiting its scope.

### 8.2 Written Resolution in Lieu of Directors Meeting

A written resolution of the Directors signed by all of the Directors *in lieu* of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Board.

### 8.3 Governance Resolution

- (a) By a vote of at least three quarters of the Directors then holding office at a meeting duly called for the purpose, the Board may designate any resolution of the Board to be a governance resolution (a **Governance Resolution**).
- (b) For clarity, a Governance Resolution may not contradict applicable law including the Act and also may not purport to amend or vary anything stated in these Bylaws.
- (c) A Governance Resolution once so designated will have the following special features:
  - (i) notice of such resolution must be given by the Board to the Members not later than at the next succeeding annual general meeting after the Governance Resolution has been so designated; and,
  - (ii) a Governance Resolution once so designated will bind the Society and may not be altered or cancelled by the Board except if such alteration or cancellation is first authorized by a resolution of Members.

### 8.4 Place of Directors' meetings

Meetings of the Directors and any committees of the Board may be held at any place in the City of Calgary or any other place as approved from time to time by the Board.

## **8.5 Notice for Directors' meetings**

- (a) Notice of the time and place for any Board meeting will be sent to each Director not less than seven days before the date of the meeting.
- (b) Notice of a Board meeting may, but unless otherwise required by these Bylaws need not, state the business to be conducted at the meeting.
- (c) The accidental omission to give notice by or to any Director will not invalidate any resolution passed or proceeding taken at a Board meeting.
- (d) The Chair or any three Directors may call a meeting of the Board by giving notice.
- (e) Notice may be given to a Director either in writing or via any means of communication, including email, to which such Director has consented.

## **8.6 Waiver of notice for Directors' Meetings**

- (a) Waiver of notice for any meeting of the Directors may be given in writing to the Chair or in any other reasonable manner before or after the meeting.
- (b) Attendance at a meeting will be considered to be a waiver of notice unless it occurs for the sole express purpose of objecting to the validity of the meeting.

## **8.7 Quorum for Directors' meetings**

- (a) Quorum for any meeting of the Board will be a simple majority of the Directors then holding office, and if the Board comprises an even number of Directors, then quorum will be 50% of that number.
- (b) If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, then the meeting may continue as if a quorum were present.
- (c) If a quorum is not present at the start of a meeting the chair of the meeting may adjourn the meeting to a time and place announced at the meeting, and a reasonable effort will be made to notify those Directors not present of the time and place to which the meeting is adjourned.
- (d) In the case of an adjournment as contemplated by Article 8.7(c) the notice provisions of Article 8.5 do not apply and the time and place for the reconvened meeting will be decided at the discretion of the chair of the meeting, and 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.

## **8.8 Participation by telephone or other device**

With the consent of a Director who is not physically present at a meeting of the Board, such Director may participate in the meeting by telephone or other communication device that permits all persons participating in the meeting to hear each other.

## **8.9 Chair of Director's meetings**

The Chair will, when present, act as chair at all meetings of the Board, and in the absence of the Chair, the Vice-Chair will act as chair in the place and stead of the Chair, and, in the absence of both the Chair and the Vice-Chair, a chair may be selected by a majority of those Directors present at the meeting.

## ARTICLE 9 - OFFICERS AND COMMITTEES OF THE SOCIETY

### 9.1 Appointment of Officers

- (a) The Board will appoint from among its number a Chair, a Vice-Chair, a secretary, and a treasurer, and may also appoint any other officer or officers they determine to be in the best interests of the Society, all of whom together with the President (if a different person, and if any has been elected) will be known as the officers (the **Officers**) of the Society.
- (b) Two or more offices may be held at the same time by the same person.
- (c) No two persons who are related to one another by birth, adoption, marriage, or cohabitation agreement may be Officers at the same time.
- (d) Upon the vacancy of any office, excluding for greater certainty the office of President, the Board may fill such vacancy by appointment pursuant to Article 9.1(a).

### 9.2 Officer term

- (a) Subject to the limitation expressed in Article 9.3(a) regarding the office of President, the term of any Office will be at the pleasure of the Board.
- (b) A Director upon re-election may serve for more than one successive term as an Officer, but except if authorized by special resolution of the Members, no Director may serve in the same Officer capacity for more than three successive terms.

### 9.3 Vacating an office

- (a) Officers except for the President may be removed from office or replaced at any time by the Board with or without reasons and with or without prior notice.
- (b) Any Officer will cease to be an officer upon resignation, upon removal from office, upon disqualification, or upon ceasing to be a Director.

### 9.4 Duties and responsibilities of Officers

- (a) The Board may delegate the particular authority and responsibility of each Officer from time to time.
- (b) The Board, in the absence of any Officer acting as delegate, will, or the Officer who has been properly delegated will, on behalf of the Board:
  - (i) keep minutes of meetings of the Members and the Board;
  - (ii) keep the registry of Members;
  - (iii) send all notices of meetings not otherwise sent by the Chair or a Member as directed or permitted by these Bylaws;
  - (iv) be responsible for ensuring that proper books and records of all of the Society's accounts and transactions are maintained;
  - (v) prepare for submission to the annual general meeting financial statements audited by a duly qualified independent accountant or accounting firm; and,

- (vi) have such other duties as may from time to time be determined.

## **9.5 Committees**

The Board may create one or more committees of a standing or *ad hoc* constitution with such mandates, authorities, and other delegations as the Board determines to be necessary or useful in the discharge of its duties and obligations.

## **9.6 Executive action**

If any matter arises for decision in respect of which it is not reasonable for the Society to wait for such decision via 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 decision can be made instead by an executive committee of the Board comprised of such Officers as then hold office, but in any such case the decision made by the executive committee must be placed before the whole Board at the next scheduled Board meeting to be affirmed (ratified), revised, negated (countermanded), or merely noted as the case may be.

# **ARTICLE 10 - GENERAL**

## **10.1 Corporate seal**

The corporate seal for the Society 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.

## **10.2 Registered office**

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

## **10.3 Notice to the Society or the Board**

- (a) Notice to the Board as a whole will be given in writing to the registered office address for the Society.
- (b) Except as contemplated by Article 8.5(e), notice to any Director, including the Chair and the President, will be given in writing to the address of such Director as reflected in the filings submitted to the Alberta Registrar of Corporations and with a copy in writing to the registered office address of the Society.

## **10.4 Signing Authority**

Subject to any resolution of the Board that may establish a different signing authority generally, or any specific signing authority for a particular purpose, either the Chair or the Vice-Chair plus one other Officer, or the Chair and the Vice Chair together, will have authority to execute all agreements, documents, and other instruments, with or without the corporate seal of the Society, on behalf of the Society.

## **10.5 Borrowing**

The Board may from time to time:

- (a) borrow or raise money on the credit of the Society;

- (b) issue, sell, or pledge securities of the Society; and,
- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Society including, without restriction, book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;

provided that debentures will not be issued without the approval of a special resolution of Members.

## **10.6 Inspection of Books and Records**

- (a) Except as otherwise provided in these Bylaws, the books and records of the Society may be inspected by any Member at any time upon such Member giving reasonable notice to the Society and arranging a time satisfactory to the Chair or other Officer who is charged with maintaining those records.
- (b) The Board as a whole and Directors individually will at all times have reasonable access to the books and records of the Society.

## **10.7 Amendment of Bylaws**

- (a) These bylaws may be amended or altered at any time by special resolution.
- (b) For clarity, a special resolution amending the Bylaws has no effect until it has been accepted for registration by the Registrar of Corporations.

## **10.8 Director and Officer indemnity**

Except in respect of an action by or on behalf of the Society or a body corporate to procure a judgment in its favour against one of the following individuals, the Society will indemnify any Director or Officer of the Society, any former Director or Officer of the Society, or any person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a shareholder or creditor, and in each case also such person's heirs and legal representatives, against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Society or a director or officer of such body corporate provided that the Director, Officer, director, or officer acted within the scope of the relevant authority and properly discharged all relevant duties as a director or officer.

## **10.9 Winding-Up and Dissolution**

- (a) Upon the dissolution of the Society and after the payment of all debts and liabilities in accordance with the provisions of the Act, any remaining assets of the Society will be distributed, at the discretion of the Board, to one or more other charitable or other organizations with objects similar to those of the Society.
- (b) In no event will any Member receive any funds or assets of the Society upon dissolution.

# Appendix 1

## Map of Community Boundary

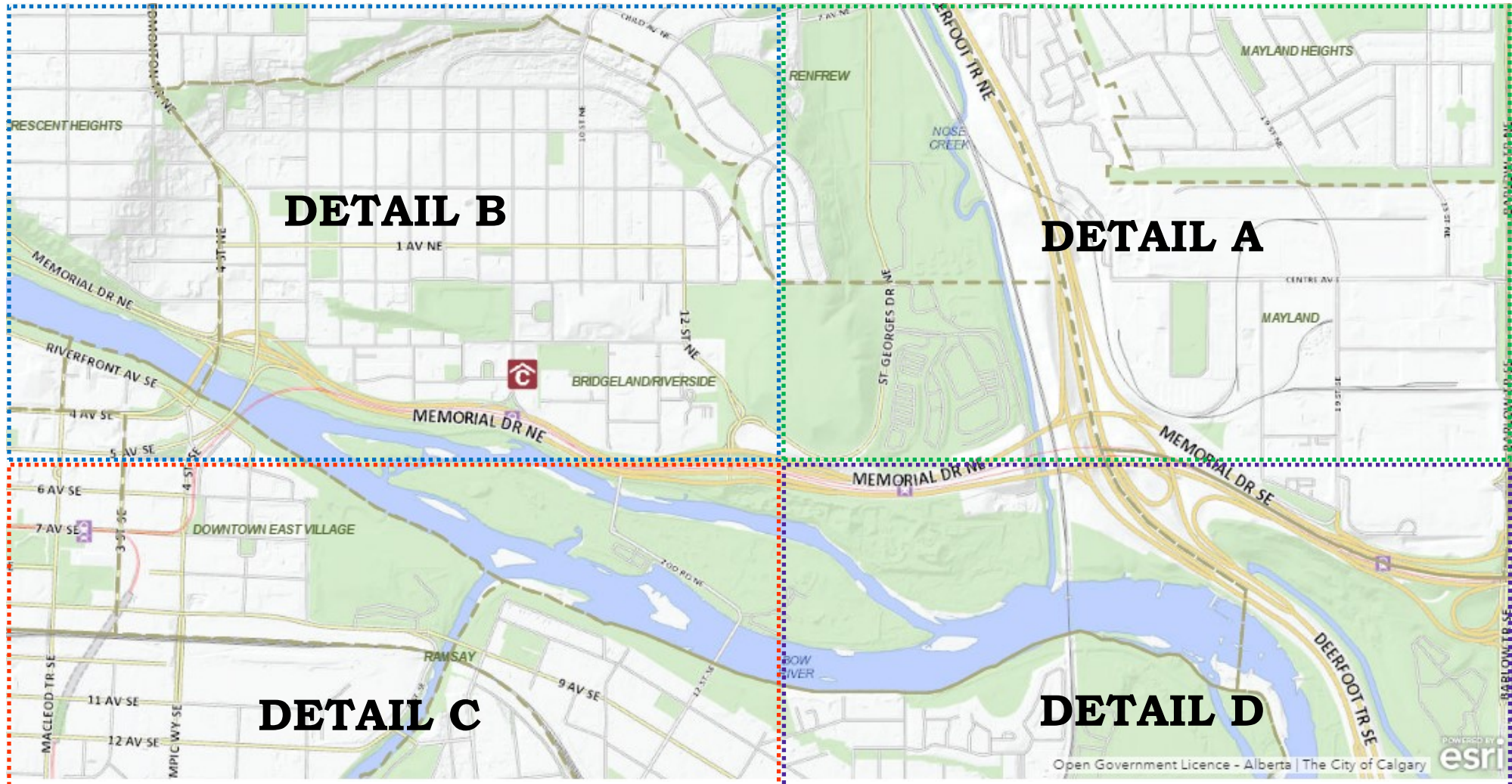
### Bridgeland-Riverside Community Boundary

North: 7 Avenue; 9A Street; 8 Avenue

East: Nose Creek

South: Bow River

West: Edmonton Trail



# Appendix 1

## Map of Community Boundary

### DETAIL A

18

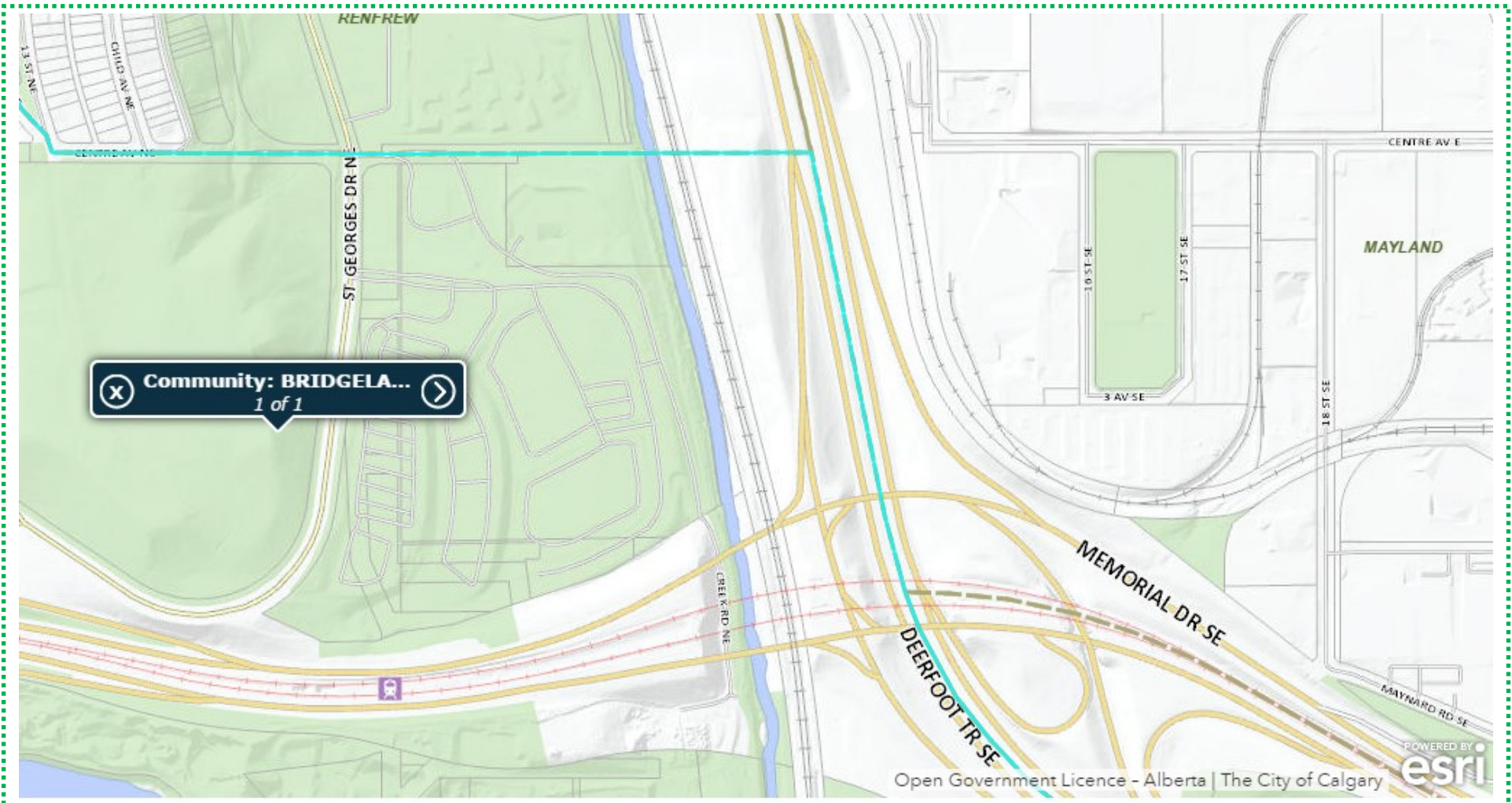
#### Bridgeland-Riverside Community Boundary

North: 7 Avenue; 9A Street; 8 Avenue

East: Nose Creek

South: Bow River

West: Edmonton Trail



# Appendix 1

## Map of Community Boundary

### DETAIL B

19

#### Bridgeland-Riverside Community Boundary

North: 7 Avenue; 9A Street; 8 Avenue

East: Nose Creek

South: Bow River

West: Edmonton Trail



# Appendix 1

## Map of Community Boundary

### DETAIL C

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#### Bridgeland-Riverside Community Boundary

North: 7 Avenue; 9A Street; 8 Avenue

East: Nose Creek

South: Bow River

West: Edmonton Trail



# Appendix 1

## Map of Community Boundary DETAIL D

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### Bridgeland-Riverside Community Boundary

North: 7 Avenue; 9A Street; 8 Avenue

East: Nose Creek

South: Bow River

West: Edmonton Trail

