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1. Name and Boundaries

1.1 The name of the society is the Lakeview Community Association hereinafter referred to as “the Association.” The Association is incorporated under the *Societies Act*.

1.2 The Lakeview Community shall be the area within the boundaries of:

Glenmore Trail on the north
Glenmore Park on the south
Crowchild Trail on the east
37th Street on the west

1.3 This document sets forth the By-laws for the Association and shall regulate the business and affairs of the Association.

2. Definitions and Interpretation

2.1 In these By-laws, the following words shall have these meanings:

2.1.1 “**Act**” means the *Societies Act*, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated thereunder that is in effect from time to time.

2.1.2 “**Adult**” means any person of legal voting age.

2.1.3 “**Ancillary Group**” means a group, also known as a committee, with which the Association is associated under Section 5.7 that serves a special interest or need of the residents of the Community.

2.1.4 “**Annual General Meeting**” means the annual meeting of the Members described in Section 6.1.

2.1.5 “**Associate Member**” means any Adult or Family residing outside the established boundaries of the Association who has purchased a Membership that has the rights and limitations described in Section 3.4.

2.1.6 “**Board**” means the board of directors of the Association.

2.1.7 “**By-laws**” means this document, as amended from time to time.

2.1.8 “**Chairperson**” means, with respect to a meeting of the Association or the Board, the President of the Association or, in the absence of the President, the first Vice-President and the second Vice-President of the Association or, in the absence of the President and the Vice-President, the Secretary of the Association, or such other member of the Board as may be designated by the Majority Vote of the Board for that meeting.

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- 2.1.9 “**Community**” means the development municipally known as Lakeview.
- 2.1.10 “**Director**” means a Member elected or appointed to the Board.
- 2.1.11 “**Executive**” means the executive committee of the Board, being the President, the first Vice-President, the second Vice-President, the Secretary, and the Treasurer.
- 2.1.12 “**Family**” means up to two registered Adults and any number of children under the age of eighteen (18) living in the same residence.
- 2.1.13 “**Fiscal Year**” means the twelve-month period commencing on July 1st of a year and ending on June 30th of the following year.
- 2.1.14 “**General Meeting**” means an Annual General Meeting or a Special General Meeting, as applicable.
- 2.1.15 “**Life Member**” means any resident of the Community to whom the Board has granted a Membership described in Section 3 because of that resident’s long and dedicated service or outstanding contribution to the Association, the Community.
- 2.1.16 “**Majority Vote**” means more than two thirds (2/3 or 66.6 per cent) of the votes cast by Voting Members or Directors eligible to vote who are present at the applicable meeting of the Association or the Board respectively, except as otherwise noted in these By-laws.
- 2.1.17 “**Member**” means a Regular Member, a Life Member or an Associate Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.
- 2.1.18 “**Officer**” means a Director who is a member of the Executive.
- 2.1.19 “**Policies and Procedures**” means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association and the Facility, which rules and practices may elaborate on, but not be inconsistent with, these By-laws.
- 2.1.20 “**Proper Notice**” means notice given in writing, by letter or by publication in the Community newsletter, Association Website, e-mail, or newspaper advertisement not less than ten days prior to a General Meeting, stating the intention or purpose of the meeting, and delivered to the last recorded address of the member, which notice is deemed to be given when delivered to a household or a post office, or when published in a Community newsletter.

- 2.1.21 **“Regular Member”** means a Membership purchased by any Adult or Family residing within the established boundaries of the Association that provides the rights described in Section 3.2.
- 2.1.22 **“Special General Meeting”** means a special meeting of the Members described in Section 6.2.
- 2.1.23 **“Special Resolution”** means a resolution passed:
- a) at a Special General Meeting or Annual General Meeting of which at least twenty-one days’ notice has been duly given, specifying the intention to propose a resolution substantially in the form of the resolution presented in that notice as a Special Resolution; and
 - b) by a majority of not less than 75 per cent of the votes cast by those Voting Members as are present at that meeting.
- 2.1.24 **“Website”** means the Lakeview Community Association website, published at lakeviewyyc.ca.
- 2.1.25 **“Voting Member”** means a Member who is a Regular Member or a Life Member, as applicable.

3. Membership

3.1 Categories of members

There are three types of Membership in the Association, being:

- a. Regular Member
- b. Life Member
- c. Associate Member

3.2 Regular Members

A Regular Membership may be obtained by an Individual or by a Family, as outlined on the website, and a Membership obtained by a Family shall entitle each of up to two Adult members of the Family to be registered as Members, by individuals who reside within the boundaries of the community. Members may:

- a) participate in any and all programs of the Association if eligibility and space allow;
- b) access to the activities of the Association;
- c) the right to audit meetings of the Board, subject to Section 7;
- d) the right to participate and vote at any duly constituted General Meeting; and

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- e) stand for nomination or appointment as a Director, provided that any such Regular Member must have paid the applicable Membership fee.

3.3 Life Members

Life Memberships are bestowed upon a community member who provides outstanding long term service to the community as determined by the board from time to time. They shall not be required to pay annual Membership fees to maintain a Life Membership in good standing, but the retention of a Life Membership is subject to Section 3.5(f). A Life Member has the same rights and privileges with respect to the Association as those held by a Regular Member while living in the community otherwise rights and privileges reverts to Associate Member status.

3.4 Associate Members

An Associate Member resides outside the community boundaries, may not vote in an election and any other determination at a General Meeting, and may not seek or hold office in the Association, but otherwise has the same rights as a Regular Member.

3.5 Membership and fees

- a) Memberships are required for all community sponsored activities.
- b) All memberships shall expire as of June 30 each year. Refunds shall not be paid on cancellation or suspension of any membership.
- c) The membership dues for the Association shall be established by the Board of Directors. Any individual or family may become a member by payment of the dues and upon fulfillment of any other established membership requirements of the Association. The membership dues are payable in full regardless of the date the membership is issued.
- d) Any membership may be cancelled by a majority vote of the entire Board of Directors. A member who has been recommended for suspension shall be given written notice by the secretary of the Association at least one week prior to a meeting called for that purpose and the member shall have the opportunity to be heard or to submit a statement in writing.
- e) Any member who has been suspended and declared to be not in good standing may, upon application for reinstatement to the Association membership, be reinstated by a majority vote of the directors in attendance.
- f) Each Member shall give notice to the Association in a timely manner of any change of that Member's address. A Regular Member shall automatically become an Associate Member when the registered Member moves outside the boundaries of the Association. An Associate Member shall automatically become a Regular Member when the registered member moves inside the boundaries of the Association. If only one registered Adult Member of a Family changes address, the Membership shall be deemed to belong to the Member remaining at the residence or in the community.
- g) A register of Members shall be kept current and confidential.

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- h) A member may withdraw from the society by providing written notice to the Association.

4. Board of Directors

4.1 Number of Directors

The Board of Directors shall consist of not fewer than ten (10) and not more than twenty-five (25) Voting Members including ex-officio the immediate Past President, and shall be elected on the basis prescribed under Section 7 by those Voting Members as are present at the Annual General Meeting. Each Director at the time of the election and throughout the term of office shall be a member of the Association.

4.2 Nominations

The Board of Directors shall be elected annually at the Annual General Meeting. The election at the Annual General Meeting shall be by a show of hands unless a ballot is demanded by any member.

4.3 Term and Limitations on Successive Terms

- 4.3.1 Subject to sections 4.3.2 and 5.3, the Directors so elected and appointed shall form the Board and each such Director shall hold office for a mandatory two year term. At the end of each two year term the member may seek re-election.
- 4.3.2 No Voting Member / Director may be appointed as an Executive for more than six years in succession without a Special Resolution of the Membership or Board.
- 4.3.3 No more than two (2) new board members (with less than one (1) year on the board) would be allowed to be appointed to the Executive in a given year unless approved by special resolution approved by the Membership or Board. The two year terms of executive office will be staggered, with one half up for appointment by the Board the first year and the second half up for appointment in the preceding year.

5. Governance

5.1 Board of Directors

- 5.1.1 Each Director shall be a Voting Member of the Association at the time of election or appointment and throughout the Director's term as a Director. A Director cannot be an employee of the Association.
- 5.1.2 If fewer than 10 members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Voting Members to the Board, upon a majority of the votes cast by the Directors present at any duly constituted Board meeting. The number of directors appointed is subject to and will not exceed the number of elected members.
- 5.1.3 Notwithstanding section 4.3.1, vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a quorum of Directors remains in office, in which case each such vacancy shall be filled at the next Annual General

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Meeting. However, if there is not a quorum of Directors, the remaining Directors shall promptly call a Special General Meeting to fill the vacancies. Any vacancy on the board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under Section 4.2 shall again apply to that position on the Board.

5.1.4 Subject to liability and indemnification, the Directors / Officers of the Board shall serve without remuneration and shall not directly or indirectly receive any financial compensation for acting as a Director / Officer. The Director / Officer may be reimbursed reasonable expenses incurred in the performance of the applicable Board duties.

5.1.5 No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the Association, the Board or, if applicable, the Association's staff without prior approval of that commitment at a duly constituted meeting of the Board.

5.2 Powers and Duties of the Board

The Board is empowered to manage the property and business of the Association and shall perform the duties specified in these bylaws. The board shall be subject to these bylaws and any motions passed at an Annual General Meeting or Special Meeting. No actions of the Board shall conflict with these bylaws.

5.3 Removal of a Director/Officer

5.3.1 Notwithstanding Section 4.3, a Director / Officer shall be automatically removed from office who:

- a) resigns by giving notice in writing; or
- b) is absent from more than 3 consecutive meetings of the Board, if the Board determines, by Majority Vote, that such Director / Officer is to be removed from the Board.

5.3.2 Subject to the other provisions of this section (5.3) the Board shall have the power by two-thirds majority of the votes cast by the Directors present at the applicable Board meeting to remove any Director / Officer from office:

- a) who fails to act in concert with the bylaws of the Association, or the goals and resolutions of the Board;
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; or
- c) who willfully breaches these By-laws, and Policies of the Association.

5.3.3 No Director / Officer shall be removed from office without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Special Board

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meeting called for that purpose. That Director /Officer may be accompanied by another person if the Director / Officer attend that meeting of the Board.

5.3.4 A Director / Officer whose removal from office has been recommended shall be notified of the proposed removal and the basis thereof at least ten days prior to the called meeting of the Board and shall be automatically suspended from office until the resolution is dealt with at that meeting. That notice shall either be sent by single registered mail to the last known address of that Director/ Officer shown in the records of the Association or delivered by two Officers to that address.

5.3.5 The resolution as decided by the Board is final, subject to Section 5.2.

5.3.6 Any Director / Officer removed from office shall not be eligible to stand for election or appointment to the Board for a period of two years from the date of removal.

5.4 Officers of the Board

5.4.1 Except insofar as the Directors have been elected to specific positions on the Board at an Annual General Meeting, the Directors shall elect annually, by Majority Vote, the Officers, and the Board shall appoint, from amongst the members of the Board, whatever additional members of the Executive Committee may be required. The Board may appoint any vacant office as required to complete the term from amongst the members of the Board.

5.4.2 The Officers of the Association shall consist of the President, first Vice-President, second Vice-President, Secretary and Treasurer. The past president shall be ex-officio a member of the Executive Committee

5.4.3 The Executive Committee shall carry out the day to day administration of the affairs of the Association and the requirements of these bylaws within the constraints set by the Board of Directors

5.5 Duties of the Officers

5.5.1 The President shall:

- a) be responsible for the general supervision of the Association;
- b) chair all meetings of the Association, the Board, and the Executive but may delegate such authority to the 1st or 2nd Vice-President or such other member of the Board as is reasonably appropriate;
- c) act as the official spokesperson for the Association, but may delegate such authority to the 1st or 2nd Vice-President or such other member of the Board as is reasonably appropriate in the particular circumstances;
- d) be the principal signing authority on all contracts, official documents, correspondence of the Association, and a designated signing authority on all bank accounts of the Association;

- e) with the Secretary, authenticate the official use of the seal of the Association;
- f) be an ex-officio member of all committees of the Board;
- g) be a member of the Executive and the Board;
- h) carry out other duties pertaining to such office, and such other duties as may be assigned by the Board; and
- i) retain copies of correspondence for furtherance to his / her successor.

5.5.2 The Vice-President, 1st and 2nd, shall:

- a) assist the President generally in the performance of the President's duties;
- b) assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as Chairperson at all meetings in the absence of the President but may delegate such authority to other members of the Board as is reasonably appropriate;
- c) First Vice President shall act as President in the absence of the President and shall be responsible for the strategic planning of the Association;
- d) The Second Vice President shall act as the President in the absence of the president and first vice president and shall be responsible for fund raising and financial planning;
- e) be a member of the Executive and the Board;
- f) be a designated signing authority on all bank accounts of the Association and, with the Secretary, on all contracts to be entered into on behalf of the Association in the absence of the President or at the direction of the President;
- g) with the Secretary, authenticate the official use of the seal of the Association in the absence of the President or at the direction of the President;
- h) chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances; and
- i) carry out such other duties as may be assigned by the Board.

5.5.3 The Secretary shall:

- a) attend each General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
- b) be in charge of all correspondence of the Association under the direction of the President and the Board;
- c) file the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws;
- d) ensure that a record of names and addresses of all Members is kept by the Director responsible for Membership, and cause all notices of various

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meetings to be sent as required under these By-laws, but may delegate such authority to other members of the Board as is reasonably appropriate;

- e) ensure that all records of the Association, other than financial records, are properly maintained, including these By-laws and the Policies and Procedures;
- f) keep and ensure the security of the seal of the Association;
- g) with the President or the Vice-President, as applicable, authenticate the use of the seal of the Association;
- h) be a member of the Executive and the Board;
- i) be a designated signing authority on all bank accounts of the Association and, with the President or Vice-President, all contracts to be entered into on behalf of the Association; and
- j) carry out such other duties as may be assigned by the Board.

5.5.4 The Treasurer shall:

- a) collect all monies payable to the Association and ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board within thirty days after receipt of those monies;
- b) disburse the funds of the Association under the direction of the Board and in compliance with these By-laws, and the Act;
- c) be responsible for the care, custody, control and maintenance of the finances and financial records of the Association;
- d) provide a monthly report of: revenues, expenditures, investments, amounts due and owing to the Association for more than thirty days after the date that such amounts were due to be paid, and be able to advise the Board at any time of the financial position of the Association;
- e) ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting;
- f) be a member of the Executive and the Board;
- g) be a designated signing authority for all bank accounts of the Association and, in the absence of the President and the Vice-President or at the direction of the President, all contracts to be entered into on behalf of the Association;
- h) chair any finance committee created as a standing committee by the Board; and
- i) carry out such other duties as may be assigned by the Board.

5.5.5 The Immediate Past President shall:

- a) shall provide continuity in the Board of Directors;
- b) shall act as Nominating Chair in preparation for annual elections of the Board of Directors;

- c) be a member of the Executive and the Board;

5.6 Other Committees

The Board may appoint standing or ad hoc committees to assist the Board in its decisions, including such committees as a finance committee, a fundraising committee, a committee to assess traffic issues affecting the Community, a committee to assess land use planning and development affecting the Community, a social committee, a sports committee, a nominating committee and a membership committee. Committee Chair who are not directors may attend and participate in Board Meetings but may not vote at Board meetings

5.7 Ancillary Group

- 5.7.1 From time to time, or as needed to further the purposes of the Association, the Board may authorize the sponsorship or support of an Ancillary Group.
- 5.7.2 An Ancillary Group so sponsored shall have the powers necessary to carry out its purpose, not exceeding the powers of the Association.
- 5.7.3 If an Ancillary Group is determined by the Board, at any time, to be functioning outside its mandate, the Objects of the Association or these By-laws, the Board, by a two-thirds majority of votes cast, shall terminate the sponsorship or support of that Ancillary Group.

6. Meetings

6.1 Annual General Meeting of the Membership

- 6.1.1 The Annual General Meeting of the Association shall be called each year by the Board, no later than six months past year end, held at such place or places within The City of Calgary and at such time or times as the Board of Directors may from time to time determine.
- 6.1.2 A minimum of twenty one (21) days' proper notice shall be given to all members prior to the Annual General Meeting, communicated in any matter determined by the Board or by proper notice. Notice includes but is not limited to: email communication providing written notice to registered Members; electronic notice on the Association website; advertising at the Association building; notice provided inside the community newsletter; or by other means of communications to the Membership determined by the Board.
- 6.1.3 A quorum for the transaction of business at any General Meeting shall be five (5) Directors and ten (10) Voting Members present, including Directors.
- 6.1.4 The business of the Annual General Meeting shall include:
 - i) The Presidents Report of the year's activities.
 - ii) The Treasurers report and the Audited Financial Statement.

- iii) The proposed budget for the upcoming year.
- iv) Reports from Committees.
- v) Election of Directors not including the Past President.
- vi) Appointment of qualified Auditors for the ensuing year.
- vii) Any other business of the Association, except that no vote shall be taken on any matter for which notice of a special resolution is required unless such notice has been given.

6.1.5 Any form of Electronic Meeting for the Annual General Meeting, where all bylaws under Section are adhered to in place of meeting in-person, is deemed valid and equal to all in-person General Meetings of the Association

6.2 Special General Meetings

6.2.1 A Special General Meeting of the Members may be called from time to time as circumstances shall require or dictate, if:

- a) the Board sees fit to call such meeting;
- b) a matter is being proposed for determination by a Special Resolution as defined in 2.1.23; or
- c) the President receives a request in writing signed by not less than ten percent registered Voting Members, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.

The Board will convene a meeting within a maximum of thirty days of receipt of a request described in Paragraph (c) of this clause. However, the Board shall not be required to proceed with that meeting, in whole or in part, if fewer than two-thirds of those Voting Members who signed that request are present in the quorum for the meeting.

6.2.2 Notice of the Special General Meeting shall be posted to the website no later than 48 hours prior to the commencement of the meeting.

6.3 Board of Directors Meetings

6.3.1 Within four weeks following the Annual General Meeting, the Directors shall meet to form the Board and elect its Officers, provided that the election contemplated in this clause shall not apply if the Directors have been elected to specific positions on the Board at a General Meeting.

6.3.2 The Board of Directors shall meet at least once a month except for July and August. Notice shall be given to the directors eight days prior to the meeting.

6.3.3 A quorum shall consist of seven (7) Directors.

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6.3.4 Any member of the Association may attend meetings of the Board and participate in the debates but may not vote.

6.3.5 Notwithstanding any other provision of these bylaws, the Board may vote on urgent and unforeseen matters outside of a regularly scheduled board meeting by electronic means on the following basis:

- a) the matter shall be submitted to the Directors via email, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter;
- b) any such vote shall be binding on the Board as if it had been conducted at a meeting of the Board;
- c) a director may object to the matter being determined outside of a board meeting on the grounds that the matter is not urgent, not unforeseen or that sufficient information to make a determination is not yet available to the Board. To object to the matter being determined outside of a meeting of that board, a Director must make notice to the President and Secretary no later than two days following electronic dissemination of that notice;
- d) directors shall cast a vote with respect to that resolution within three days after dissemination of that notice or by such later date as is specified in that notice;
- e) any Director may vote on a matter being determined by electronic voting by providing a response to the President within the timeframe identified within the notice. Only those votes received during the identified voting timeframe will be counted.
- f) for electronic voting, a quorum shall consist of seven (7) Directors.

6.3.6 If there is an objection under 6.5.3 c) of this Article to the determination of a matter without a meeting, the President shall promptly convene a meeting of the Board to deal with that matter or, should a regular scheduled meeting occur within the subsequent eight days, the matter be dealt with at the regular meeting and all votes cast by the other Directors by notice with respect to that matter shall be void. Subject to the preceding sentence, the President shall promptly notify the Directors of the result of any vote by notice under this Article following the expiry of the applicable response period, and the results of any such vote conducted by notice shall be included in the minutes for the next meeting of the Board.

6.4 Executive Meetings

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6.4.1 Executive Committee meetings shall be held as often as the business of the Association requires and at least once every three months. The president shall call the meetings.

6.4.2 A quorum for any Executive Committee Meeting shall be four members.

6.5 Motions and Board Business Via Email

6.5.1 Business of the Board may be conducted via email in special or time-limited circumstances, with the process initiated by the President, or any three Directors, with a two-thirds majority vote from Directors, and a minimum response of two-thirds of the Directors of the Board. The business shall be appended to the Minutes of the next meeting.

6.6 Quorum for General Meetings and Board Meetings

6.6.1 A quorum for the transaction of business at any General Meeting shall be five Directors and ten Voting Members present, including Directors.

6.6.2 If there is no quorum at a General Meeting within fifteen (15) minutes from the time appointed for that meeting, and provided that a minimum of two (2) Officers and four (4) Voting Members, including Board Members, are in attendance:

- a) the Chairperson shall, at his discretion and prior to terminating the original meeting, fix a date, time and place to hold another meeting, and any business may be dealt with at the rescheduled meeting if a quorum is present (or deemed to be present hereunder) at that rescheduled meeting, provided that the notice requirements specified in these By-laws for a Special Resolution must be complied with if a Special Resolution is proposed for sanction at that rescheduled General Meeting; and
- b) if there is no quorum at the rescheduled General Meeting conducted under the preceding paragraph within thirty minutes from the time appointed for that meeting, those Voting Members present shall be deemed to be a legal quorum, and that meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

6.6.3 The quorum for the transaction of business at any Board meeting shall be seven Directors. If there is no quorum present at such meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting.

7. Elections and Voting

7.1 The executive shall appoint a nominating committee three months before the Annual General Meeting. This nominating committee shall consist of the Past President and four members of the Board. The Past President shall be the committee chair. The committee

shall prepare a slate of nominations of Board members to be presented to the Board, prior to presentation at the Annual General Meeting.

7.2 The slate of nominations shall be presented to the membership for voting. Nominations from the floor for a Directors position shall be accepted. The election will be by a show of hands unless a ballot is requested by any member.

7.3 Executive members shall be elected by the Board of Directors from among their members at the first Board meeting following the Annual General Meeting.

8. Finances and other management matters

8.1 The books, accounts, and records of the Secretary and Treasurer shall be audited at least once a year by a qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor for presentation at the Annual General Meeting. Audited financial statements of the Lakeview Community Association can be approved by an email vote of the majority of the currently elected directors.

8.2 The fiscal year-end for the Association shall be June 30 each year.

8.3 The Executive Committee in consultation with the Directors shall prepare an annual budget to be presented for an approval at the Annual General Meeting. The Executive Committee shall have authority to authorize all expenditures within the approved budget.

8.4 No committee expenditures over the budgeted amounts may be made without prior approval of the board.

8.5 Unbudgeted expenditures over \$200 require approval of the board.

8.6 Cheques, contracts, documents, and any other instruments in writing which require the signature of the Association shall be signed by two executive members. The Board of Directors have the power to appoint, by resolution, individuals to sign specific documents on behalf of the Association.

8.7 No money shall be borrowed by the Association except with the approval of a special resolution of the Association provided, however, that the Board of Directors may borrow an amount that it can show will be repaid within that fiscal year.

8.8 The books and records of the Association may be inspected by any member of the Association at any time upon giving reasonable notice and arranging a satisfactory time. Board members shall at all times have access to such books. Non-members shall not have access to any account, books, or document of the Association except as conferred by law or authorized by the Board.

9. Conflict of Interest

- 9.1 A conflict of interest occurs when someone with a close relationship to a Director may benefit indirectly or directly as a result of a pending decision.
- 9.2 A Director of the Association shall disclose fully the nature and extent of any potential or present conflict of interest to the board.
- 9.3 A Director of the Association who has an interest in a tender or contract to be submitted to the Association shall immediately abstain him/herself from any voting position or discussion of the said matter.
- 9.4 A Director of the association who has a conflict of interest related to any motion of the Board shall disclose fully the nature and extent of the conflict and abstain from voting.
- 9.5 No Director shall be Director on any other Community Association Board or working as an Executive Director for any other Community Association.

10. Liability and Indemnification

10.1 Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Association (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:

- a. all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and
- b. all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this Clause.

10.2 No Director shall be liable for the acts or omissions of any other Director or employee of the Association, or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.

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10.3 Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

10.4 No Member shall be liable in the Member's individual capacity for any debt or liability of the Association.

11. Dissolution

11.1 The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.

11.2 At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

11.3 If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall become the property of a registered non-profit group as per the discretion of the remaining board members in so that board members are not affiliated with the non-profit group.

12. Rules of Order

12.1 A member makes a motion to propose an action or make a decision by saying, "I move to...". Another member must second the motion by saying, "I second the motion." Once someone seconds the motion, the board or member, depending on the meeting, votes on the motion. It passes by a majority vote or a quorum depending on the rules in the bylaws.

12.2 To amend a motion, a member may change a motion and can do so by stating, "I move to amend the motion on the floor." Again, this motion must be seconded and voted upon as stated in 12.1.

12.3 Members may say, "I call the question" to end a debate or discussion. The motion must be seconded and voted upon without further discussion. A call for the question requires a two-thirds majority vote to pass. At this point, the members must immediately vote on the motion on the floor.

12.4 To end the meeting, a member would say, "I move to adjourn," and another member would second the motion. If the majority then votes to adjourn, the meeting is over.

12.5 Insofar as they are not inconsistent with these By-laws or any special rules of order of the Association, parliamentary procedures respecting the management of meetings conducted under these By-laws shall be governed by the then current edition of Roberts Rules of Order-Newly Revised.

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13. Amendment of Bylaws

13.1 These bylaws may be amended by an affirmative vote of 75 per cent of the members present at a general meeting provided that one month's written notice specifying the intention to amend the bylaws has been duly given.

13.2 If there is any conflict between the Act and any part of these By-laws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these By-laws to the extent necessary to remedy that conflict without any action on the part of the Association.