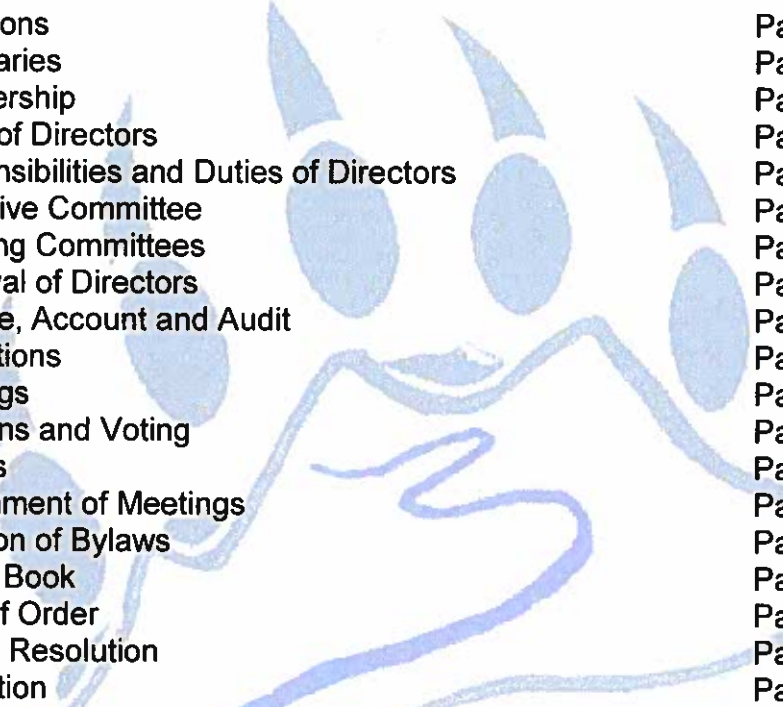


# **BEARSPAW COMMUNITY ASSOCIATION**

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## 1. DEFINITIONS

In all Bylaws of the Bearspaw Community Association, unless the context otherwise specifies or requires:

- 1.01 **MEMBER OF THE ASSOCIATION** means any person resident or owning real property within the community who has purchased a Family or Single Membership.
- 1.02 **ASSOCIATE MEMBER OF THE ASSOCIATION** means any person not being a resident outside the Boundaries of the community who has purchased a Family or Single Membership.
- 1.03 **ANNUAL GENERAL MEETING (AGM)** means the meeting required to be held in accordance with Section 11.01.
- 1.04 **DEPENDANT** means a financially dependent family member residing with a person who has purchased a Family Membership.
- 1.05 The **BOARD OF DIRECTORS** consists of Chair, Vice-Chair, Past Chair, Secretary, Treasurer and Directors at Large.
- 1.06 The **EXECUTIVE COMMITTEE** consists of Chair, Vice-Chair, Past Chair, Secretary and Treasurer.
- 1.07 **STANDING COMMITTEES** means permanent committees that are overseen and put in place by the Board of Directors.
- 1.08 **SPECIAL MEETING** means a meeting held according to Section 4.06 and Section 11.03 of the Bearspaw Community Association Bylaws.
- 1.09 **SPECIAL RESOLUTION** means:
  - A. A resolution passed:
    - 1) at a Special Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has duly been given, and
    - 2) by the vote of not less than 75% (or 3/4) of those Members of the Association in good standing in attendance who, if entitled to do so, vote in person or by proxy.
  - B. A resolution proposed and passed as a special resolution at a Special Meeting of which less than twenty-one (21) days' notice has been given, if all the Members of the Association entitled to attend and vote at the Special Meeting so agree, or
  - C. A resolution consented to in writing by all the Members of the Association who would have been entitled to a vote at a

Special Meeting on the resolution in person or, where proxies are permitted, by proxy.

- 1.10 **CERTIFICATE OF INCORPORATION** is the document received from the provincial government incorporating the society under the society's act.
- 1.11 **BEARSPAW LIFESTYLE CENTRE** is a community recreational facility operated by the association under an evergreen lease from RVC and includes a gymnasium, banquet hall/stage, preschool and other multipurpose rooms. The BLC is located adjacent to the RVC Bearspaw K-8 school and shares facility usage through a joint use agreement.
- 1.12 In all the Bylaws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include incorporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statutes or section as the case may be.

## 2. **BOUNDARIES**

- 2.01 The Operations of the Association are to be chiefly carried out within the boundaries composed of the following lands within the jurisdiction of Rocky View County:

In Township Twenty-five (25), Range Two (2), West of the Fifth Meridian west of the Calgary City limits;  
Sections 18 and 19  
Sections 29 to 32 inclusive  
a portion of Section 7

Township Twenty-five (25), Range Three (3), West of the Fifth Meridian lying north of the Glenbow Ranch Provincial Park;  
Sections 24 and 25  
Sections 34 to 36 inclusive  
portions of sections 23, 26, 27, 31, 32, 33

Township Twenty-six (26), Range Two (2), West of the Fifth Meridian;  
Sections 4 to 10 inclusive  
Sections 15 to 20 inclusive  
Sections 29 to 32 inclusive

Township Twenty-six (26) Range Three (3), West of the Fifth Meridian;

Sections 1 to 36 inclusive

Township Twenty-six (26), Range Four (4), West of the Fifth Meridian;

portions of Section 1 and 2 north of the Cochrane town limits

portion of Section 11 and E ½ 14 east of the Cochrane town limits

Sections 12 and 13

Sections 23 to 26 inclusive

Sections 35 and 36

### 3. **MEMBERSHIP**

- 3.01 Membership fees in the Association shall be determined, from time to time, by the Board of Directors. Any person residing or owning real property within the Boundaries may become a Member of the Association by payment of the fee and upon fulfillment of any other established Membership requirement of the Association.
- 3.02 Any person, resident, or owning real property within the Boundaries of said community interested in purchasing a Membership may purchase a Family Membership or a Single Membership.
- 3.03 A Family Membership is limited to no more than two (2) adults and their Dependants.
- 3.04 A Single Membership may be purchased only by persons eighteen (18) years of age or older.
- 3.05 A Senior Membership can be purchased by a single adult who is fifty-five (55) years of age or older.
- 3.06 A Family Membership shall entitle each adult Member of the Association to vote at any Annual General Meeting or any Special Meeting, whether in attendance or by proxy. Any Member of the Association in good standing over the age of eighteen (18) is entitled to vote, whether by attendance or by proxy, at any Annual General Meeting or any Special Meeting.
- 3.07 Membership shall lapse one year from the date of issue unless such Membership is renewed by the Member of the Association prior to the date of lapse by paying the required fee for the ensuing year.

- 3.08 Any Member of the Association whose Membership lapses may renew his or her Membership anytime thereafter.
- 3.09 A Member of the Association shall be considered in good standing if that person has satisfied the requirements for Membership as established by the Association.
- 3.10 Any person not being a resident within the Boundaries of said community and not being the owner of real property within the Boundaries shall be eligible for an Associate Membership in the Association upon payment of such dues as may be determined by the Association from time to time.
- 3.11 Associate Members shall not have the right to vote at any meetings of the Association.
- 3.12 Any person, who has distinguished himself or herself by outstanding service to the Association, shall be eligible for an Honorary Membership in the Association upon acceptance by the Board of Directors.
- 3.13 Any member of the Association or Associate Member may withdraw from the Association anytime, by giving thirty (30) days written notice.

#### **4. BOARD OF DIRECTORS**

- 4.01 The affairs of the Association shall be managed by a Board of not less than five (5) each of whom at the time of his/her election and throughout his/her term shall be a Member of the Association. Each Director shall be elected to the Board for a two (2) year term and may stand for re-election for an unlimited number of consecutive terms. Elected Board Members are appointed to each Office of the Board for a one (1) year term.
- 4.02 The election shall be by a show of hands unless a ballot is requested by any Member of the Association.

- 4.03 The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association, and meetings of the Board shall be held as often as the business of the Association shall require, and at least once every month, unless cancelled by the Chair.
- 4.04 Meetings of the Board shall be called by fifteen (15) days notice in writing or by seven (7) days notice by email, telephone or fax to each and every Member of the Board.
- 4.05 A quorum for any Board of Directors meeting shall consist of three (3) Directors. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors; otherwise, such business shall be null and void.
- 4.06 A Special Meeting may be called on the instructions of any two (2) Members of the Board of Directors provided they request the Chair in writing to call such a meeting, and state the business to be brought before the meeting.
- 4.07 No Board Member or Members of the Association shall take it upon themselves to commit the time, resources, or finances of the Association, its Board of Directors or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.
- 4.08 So long as a quorum of Directors remains in office, replacements on the Board of Directors, however caused, may be appointed by the Directors. Otherwise, such replacements shall be filled at the next Annual General Meeting of the Members of the Association at which the Directors, whose two-year term is running out, are elected for the ensuing year.
- 4.09 A Director ceases to be Director when he/she ceases to be a Member of the Association.
- 4.10 If any Member of the Board of Directors shall resign his/her office, or without reasonable excuse absent him/herself from three (3) or more Directors' Meetings, or be suspended or expelled from the Association, the Directors may declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General Meeting.
- 4.11 The Directors shall have the power by a vote of three-quarters (3/4) of the Board to expel or suspend, for up to one year, any Member or the Association whose conduct has been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who wilfully has committed a breach of the Bylaws of the

Association. No Member of the Association shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

- 4.12 The Board of Directors shall comprise of at minimum a Chair, Vice-chair, Treasurer, Secretary and in addition a Past Chair and any number of Directors.
- 4.13 In the absence of the Chair, his/her duties may be performed by the Vice-Chair or any other Director as the Board may from time to time appoint for the purpose.
- 4.14 Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so requested by any Director present, but if no request be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect indicating proportion of the votes recorded in favour of or against such resolution shall be recorded in the minutes of the meeting.
- 4.15 Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his/her, executives, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any acts, deed, matter of thing whatsoever made, done or permitted by him/her or any other Director or Directors in or about the execution of his/her or their office, and also from and against all other costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- 4.16 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 4.17 The Members of the Board shall receive no remuneration for acting as such and no Director, shall directly or indirectly receive any profit from his/her position as Director. The activities of the Association are carried on without purpose of financial gain for its Members. Profits or other accretions of the organization shall not be used for promoting their personal objectives. Such action would constitute violation of the Bylaws

and jeopardize the status of the Director according to the aforementioned procedure.

- 4.18 The Board of Directors may from time to time appoint agents and authorize the employment of such persons, as they deem necessary to carry out the Objects of the Association and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

## 5. **RESPONSIBILITIES AND DUTIES OF DIRECTORS**

### 5.01 **Chair**

The Chair will provide leadership to the Board of Directors. He/she will ensure the Board adheres to its Bylaws. He/she shall prepare, with the Executive Director, all Executive and Board agendas. He/she shall provide direction to and appraisals of the Executive Director as well as communicate Board decisions to the Executive Director. He/she shall, when present, chair meetings of the Board and the Executive Committee. He/she shall coordinate the overall functioning of the Board and delegate duties accordingly. He/she shall be an ex officio member of all Committees and Boards. He/she will ensure there is a process to evaluate the effectiveness of the Board Members in place. He/she will act as one of the primary signing officers for cheques and other documents, such as contracts and grant applications. He/she will play a leading role in supporting fundraising activities. He/she shall be the official spokesperson for the Association and may at any time delegate this function to others as needed. He/she will prepare a report for the Annual General Meeting. He/she will orient the new Chair. He/she is an equal Member of the Board and may only cast a vote in case of a tie.

### 5.02 **Vice-Chair**

The Vice-Chair shall work closely with the Chair to ensure that the Board is efficient and effective. He/she shall be a presence on Standing Committees. He/she shall act in the absence of the Chair. In the event that an Executive Position or any other position is vacated, he/she shall assume the role until a new Member can be appointed. He/she has equal voting rights.

### 5.03 **Past Chair**

The Past Chair shall provide continuity in the Board of Directors and shall act as Nominating Chair in preparation for annual elections of the Board of Directors. In the absence of the Past Chair this duty will be performed by the Chair. The position of



Past Chair shall be assumed, without election, for a one year term. The Past Chair has equal voting rights.

**5.04 Secretary**

It shall be the duty of the Secretary to attend all meetings of the Board of Directors and Executive. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be appointed by the Board. He/she will keep copies of the Bylaws and the Board's policy statements. He/she will ensure lists of the Board of Directors, committees and General Membership are kept. He/she will notify Board Members of meetings. He/she will ensure that the Minute Book is brought to all meetings, and that there is a quorum at all meetings. He/she will keep accurate minutes of all meetings, ensuring that all motions and decisions and corrections are recorded. He/she shall sign Board Minutes to attest to their accuracy. He/she will distribute copies of the minutes to Board Members promptly after meetings. He/she shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Secretary and the Chair, or in the case of the death or inability of either to act, by a Vice Chair. He/she shall have charge of all the correspondence of the Association and will be under the direction of the Chair of the Board. He/she will orient the new Secretary. He/she has equal voting rights.

**5.05 Treasurer**

The Treasurer shall ensure all monies paid to the Association are deposited in whatever Bank the Board may order. He/she shall ensure a prompt accounting of the funds of the Association and ensure the keeping of such books as may be directed. He/she shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. He/she will act as a signing officer for cheques and other documents. He/she will orient the new Treasurer. He/she shall represent a Standing Committee on the Executive Committee. He/she has equal voting rights.

**5.06 Director at Large**

A Director at Large shall attend all meetings. He/she shall participate on Standing Committees. He/she shall assist other Directors as needed. He/she has equal voting rights.

6. **EXECUTIVE COMMITTEE**

- 6.01 The Executive Committee consists of the Chair, Vice-Chair, Past Chair, Secretary and Treasurer.
- 6.02 The Executive Committee shall monitor the administration of the affairs of the Association and the requirements of these Bylaws within the constraints set from time to time by the Board of Directors. Meetings of the Committee shall be held as often as the business of the Association shall require, and shall be called by the Chair.
- 6.03 The Board of Directors may empower the Executive Committee to carry out the administration of the affairs of the Association.
- 6.04 One elected Board Member may not hold more than one Executive position.

7. **STANDING COMMITTEES**

- 7.01 The Standing Committees shall be:
  - A. Programs Committee
  - B. Volunteer Committee
  - C. Fundraising Committee (Casino)
  - D. Finance Committee
  - E. Facilities Committee
  - F. The Board may create any other committee

They shall act to provide the Association with information and services necessary for the sustainability and growth of the Association. The Standing Committees shall recommend to the Board of Directors programs which will improve the services it provides to the Association Members. Each committee/standing or otherwise needs to have terms of reference (see Bears paw Community Association Policy Book).

8. **REMOVAL OF DIRECTORS**

- 8.01 The Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special or Annual General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the meeting elect any person in his/her stead for the remainder of his/her term. A Director who has been recommended for suspension shall be given notice by the Secretary of the Association at least one (1) week prior to the

General Meeting at which the said Director shall have the opportunity to submit a statement in writing.

**9. FINANCE, ACCOUNTS AND AUDIT**

- 9.01 The books, accounts and records of the Association shall be audited at least once a year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.
- 9.02 The fiscal year of the Association shall commence on the first day of April in each year and continue until the 31<sup>st</sup> day of March in each and every year.
- 9.03 All expenditures shall be approved during the annual budget review. Any other expenditures arising outside the budget process which exceeds \$1500 must be approved by the Board of Directors.
- 9.04 All funds are to remain in a bank account of the Association and any two (2) Directors or any one (1) Director and the Executive Director or Senior Financial Officer shall sign all the cheques with the provision that any cheque payable to the Executive Director or Senior Financial Officer shall not be signed by him/her.
- 9.05 No money shall be borrowed by the Association except with the approval of special resolution of the Members of the Association, provided, however, that the Board of Directors may borrow such amounts as it can be shown will be paid from general revenues within the fiscal year.
- 9.06 The Chair and Treasurer are authorized on behalf of the Association to assign securities or instruments held by the Association.

**10. INSPECTIONS**

- 10.01 The official books and records of business of the Association may be inspected by any Member of the Association at the Annual General Meeting provided or herein or anytime at the registered office of the Association upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of the same. Each Member of the Board shall at all times have access to such books. No person not being a Member of the Association has any rights of inspecting any account or book or documents of the Association except as conferred by law or authorized by the Directors.

## **11. MEETINGS**

- 11.01 The Annual General Meeting of the Association shall be held on or before September 30<sup>th</sup> of each year of which written notice or advertisement in local publications shall be given twenty-one (21) days prior to the meeting.
- 11.02 General meetings of the Association may be called at any time by the Chair of which written notice or advertisement in local publications shall be given twenty-one (21) days prior to the meeting.
- 11.03 A Special Meeting shall be called by Chair or Secretary upon receipt by him/her of a petition signed by one-third (1/3) of the Members or the Association in good standing, setting forth the reasons for calling such a meeting, of which meeting due notice shall be given by written notice or advertisement in local publications twenty-one (21) days prior to the meeting.
- 11.04 A quorum at any Annual General Meeting or any Special Meeting shall consist of any three (3) Members of the Association in good standing, but must include a quorum of Board Members (see 4.05).
- 11.05 The business of the Annual General Meeting shall include;
- A. The Chair's Report of the year's activities.
  - B. The Treasurer's Report and the Audited Financial Statements.
  - C. The Executive Director's Report.
  - D. Election or appointment of Directors not including the immediate Past Chair for the ensuing term.
  - E. Reports from the Standing Committees.
  - F. Appointments of qualified Auditors for the ensuing year.
  - G. Any other business of the Association except that no vote shall be taken upon any matter for which notice of a special resolution is required unless such notice has been given.
- 11.06 The order of business of the Annual General Meeting shall be at the discretion of the Chair of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Association shall precede the election of the Directors and the appointment of Auditors.

12. **ELECTIONS AND VOTING**

- 12.01 Elections for the Board of Directors of the Association shall be held at the Annual General Meeting.
- 12.02 The presiding executive shall, three (3) months prior to the Annual General Meeting, appoint a nominating committee consisting of two (2) Members of the Board of Directors and the Past Chair, who shall act as Chair of the nominating committee. 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. The slate of nominations shall be presented to the Membership for voting. Nominations from the floor for position of Director shall be accepted. The elections will be by a show of hands unless a ballot is requested by any Member of the Association.
- 12.03 Every adult Member of the Association aged eighteen (18) years and older and in good standing is entitled to one (1) vote.
- 12.04 Votes may be given either personally or by proxy.
- 12.05 The Past Chair shall recommend the new Chair and they jointly shall recommend from the Members of the Board the balance of the Board of Directors. Such Directors shall be elected by the Board from among the elected Members at the first meeting of the Board after the annual election of the Board of Directors, provided that in default of such election the incumbents being Members of the Board, shall hold office until their successors are elected.
- 12.06 Ballots, when used, must be destroyed after recording all pertinent information.

13. **NOTICES**

- 13.01 Written notices or communications directed to the last known address of the accredited representative of record shall be deemed to have been received seven (7) days after the date of mailing excluding Saturdays, Sundays and Statutory Holidays.
- 13.02 No error or omission in giving notice to any specific Member of the Association of any Annual General Meeting or Special Meeting invalidates the meeting or makes void any proceedings taken.
- 13.03 A Member of the Association may at any time waive notice of any meeting except notice of a special resolution, and may confirm any proceedings taken.

14. **ADJOURNMENT OF MEETINGS**

14.01 Any meeting of the Association or of the Directors may be adjourned at any time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment.

15. **ALTERATION OF BYLAWS**

15.01 The Bylaws of the Association will not be altered or added to except by a Special Resolution of the Association.

16. **MINUTE BOOK**

16.01 The Directors will ensure that all necessary official books and records of the Association required by the Bylaws of the Association or by any applicable status or law are regularly and promptly kept.

16.02 The Secretary or any other Director directed by the Board of Directors will maintain, have charge of the Minute Book of the Association and will record or cause to be recorded in it the minutes of all proceedings of all meetings of Members or the Association and the Board of Directors.

16.03 The Minute Book will contain the following information:

- A. Certificate of Incorporation
- B. A copy of the Bylaws and any other special resolution that alters the Bylaws.
- C. Copies of originals of all documents, registers and resolutions required by law.
- D. Copies of original of all financial statements prepared by the auditor of the Association.
- E. Copies of all other documents directed to be inserted into the Minute Book by the Board of Directors.

17. **RULES OF ORDER**

17.01 In the event of matters arising not covered by the Bylaws, rules will be applied as stated in "Roberts Rules of Order".

18. **DISPUTE RESOLUTION**

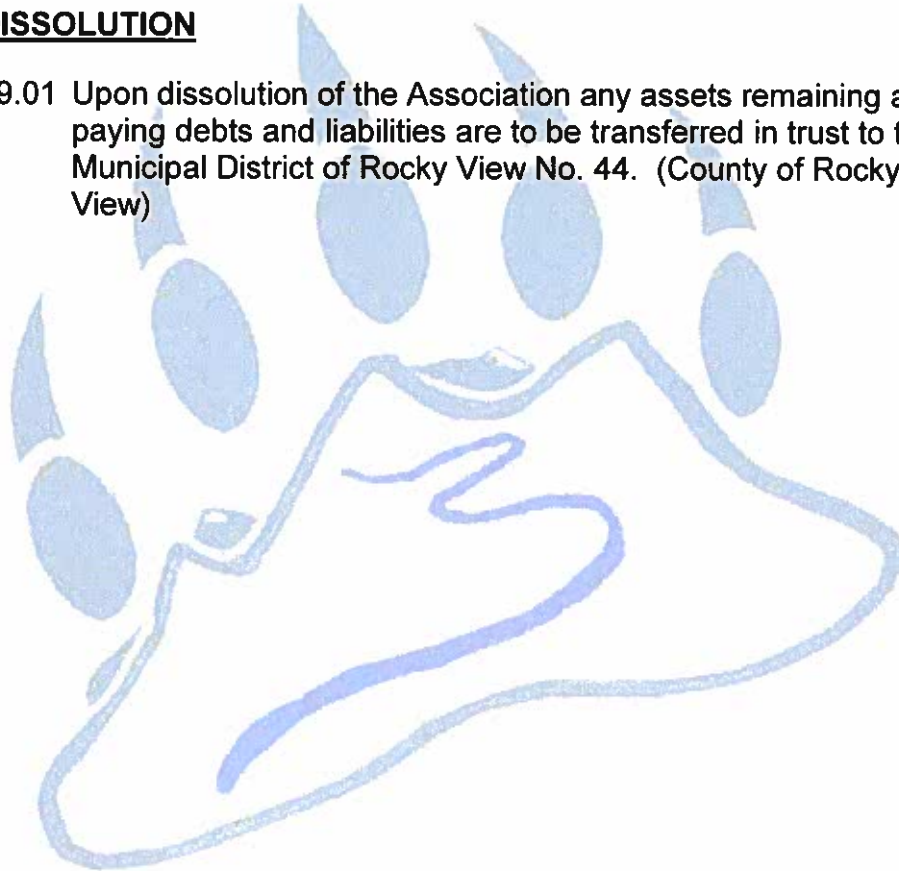
If at any time:

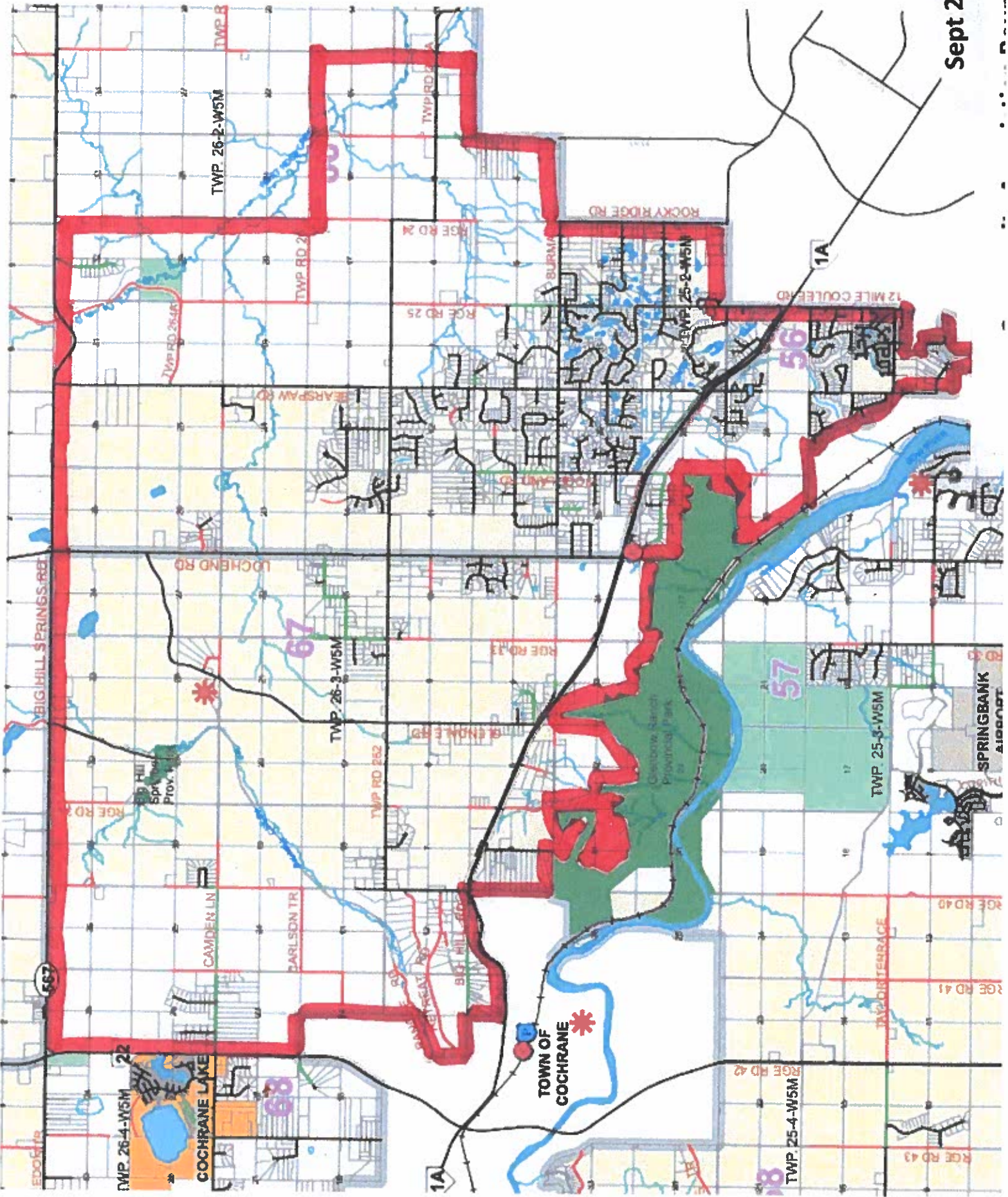
18.01 A Member of the Board feels a vote did not represent the wishes of the Bearspaw Community, they may call for a Special Meeting to resolve the conflict;

18.02 An issue arises between a Member of the Association and a Member of the Board of Directors, a Special Meeting will be called based on a written request from the Member of the Association. The Special Meeting will consist only of the Board of Directors and the parties involved. After both parties have had an opportunity to speak before the Board, the Board of Directors will deliberate and vote on the issue.

19. **DISSOLUTION**

19.01 Upon dissolution of the Association any assets remaining after paying debts and liabilities are to be transferred in trust to the Municipal District of Rocky View No. 44. (County of Rocky View)





Sept 2020

TWP. 26-4-W5M

22

COCHRANE LAKE

TWP. 26-2-W5M

TWP RD 2

TWP. 26-3-W5M

67

TWP RD 252

1A

TOWN OF  
COCHRANE



TWP. 25-4-W5M

18

TWP. 25-3-W5M

57

TWP. 25-2-W5M

56

SPRINGBANK



AIRPORT