

Parkland Village Community Centre BYLAWS

Article 1: Preamble

1.1 Name

This group will be named Parkland Village Community Centre, and referred to in this document as the “Society”.

1.2 Bylaws

The following articles set forth are the Bylaws of the Parkland Village Community Centre.

1.3 Registered Office

The Registered Office of the Society is located in Alberta at #60-53222 Range Road 272, Spruce Grove, T7X3N5. Another place may be established at the Annual General Meeting or by resolution of the Board.

Article 2: Interpretation

2.1 Definitions

In these Bylaws, unless context otherwise states:

2.1.1 **Annual General Meeting** will refer to the annual meeting of the Members of the Society which will be held in the month of June each year. This may also be referred to as the ‘AGM’.

2.1.2 **Board** refers to the Directors of the Board of the Society.

2.1.3 **Bylaws** will refer to the Bylaws of this Society.

2.1.4 **Director** means any person elected by membership or appointed to the Board.

2.1.5 **Member** will refer to the Member[s] of the Society.

2.1.6 **Special Resolution** in these Bylaws will mean the following:

(i) A resolution passed

(a) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(b) By the vote of not less than 75% of those members who, if entitled to do so vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

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(iii) A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.1.7 **Special General Meeting** will refer to a general meeting of the Members of the Society to be held at the request of a minimum of seven (7) members in writing to the President and Secretary.

2.1.8 **Society** means the Parkland Village Community Centre.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- (a) **Singular and plural** words indicating the singular number also include the plural and vice versa
- (b) **Corporation:** words indicating persons also include corporation
- (c) **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously

Article 3: Membership

3.1 Eligibility of Membership

3.1.1 Any person over the age of 18 years residing in Parkland County including all towns and cities in proximity, may become a member of the Society after paying a membership fee, which will be determined by the (Society).

3.1.2 The Board may recommend and upon approval of the membership, invite others who have displayed a commitment to the objectives of the Society to become full-fledged members.

3.1.3 The Board may recommend and upon approval of the membership, create additional classes of membership under such terms and conditions as they deem fit, provided that such additional classes of membership do not have voting rights.

3.2 Rights and Privileges

Any member in good standing is entitled to:

- (a) Receive notice of the meetings of the Society
- (b) Attend any meeting of the Society
- (c) Speak at meetings of the Society
- (d) Exercise any rights granted to members in these Bylaws
- (e) Members in good standing are entitled to one vote per membership fee paid.

3.3 Obligations of Members

3.3.1 Members must be in good standing with the Society. Good standing means the Member has a current membership.

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3.3.2 Members will comply with the code of conduct of the Society.

3.4 Expulsion of Membership

3.4.1 Decision to Expel

The Board, at any Board meeting called for that purpose may expel a Member by a 2/3 vote of eligible voting members present at a Board meeting if they do not abide with the obligations of membership written in the Bylaws or Societies code of conduct.

3.4.2 Expulsion Process

The Member will be notified in writing of the Boards intention to expel a member with the reasons for the proposed expulsion. This will be mailed to the Member or hand delivered by a Board member. The Member will be given opportunity to appeal the expulsion at which time requirements for the expulsion to be lifted may be set. Each appeal of membership may be subject to a fee. The decision is made by the Board and the decision will be final.

3.5 Resignation of Membership

Any member may resign from the Society by sending or delivering a written or electronic notice to the President and Secretary. Once the notice is received the Member's name is removed from the register of the Members. The effective date of removal will be the receipt of the date of notice.

3.6 Transmission of Membership

Membership rights are not transferable.

Article 4: Board of Directors

4.1 Composition of the Board

4.1.1 The Board of Directors will consist of a minimum of five (5) and a maximum of twelve (12) Directors and including the President, Vice President, Treasurer, Secretary and Directors at Large. Committees and other positions will be appointed by the Board as necessary.

4.1.2 All Directors of the Board must be Members who are in good standing.

4.1.3 The Past President will sit as an ex officio member of the Board.

4.2 Elections of the Board

4.2.1 The President, Vice-President, Secretary, Treasurer and up to eight (8) Directors, as deemed necessary by the requirements of the Society will be elected at the Annual General Meeting by the general membership.

4.2.2 The Board may appoint Directors to fill vacancies between AGM's with the exception of the President which will automatically be filled by the Vice President.

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4.2.3 Directors will commence duties immediately after the close of the Annual General Meeting.

4.2.4 Members of the Board will not receive any monetary compensation for serving their position but may receive reimbursement for any expenses incurred in Board work provided that reimbursement is approved by at least 50% of the Directors who are personally present at the meeting when receipts are presented.

4.3 Terms of the Office

4.3.1 The term for service for all Directors of the Board will be two (2) years.

4.3.2 The Directors will serve staggered terms with the objective of retaining fifty percent (50%) of the Board for the following year.

4.3.3 The terms and elections will stagger as following:

(a) On even numbered years the President, Secretary and up to four (4) Board members will be up for Board election/appointment.

(b) On odd numbered years the Vice President, Treasurer and up to four (4) Board members will be up for Board election/appointment.

4.4 Suspension of Directors

4.4.1 The Board at any Board meeting called for that purpose, may suspend a Director by a 2/3 vote of the eligible voting members present at a Board meeting if the Director has missed three consecutive meetings.

4.4.2 The Board may remove a Board member at any time by a 2/3 vote of the eligible voting members present at a Board meeting. This must be done by a confidential ballot, and must be administered by a non-Board Member.

4.5 Resignation from the Board

Any Director may resign from the Board by sending or delivering written notice to the President and Secretary. Once their notice is received the Director is removed from the Board.

4.6 Meetings of the Board

4.6.1 The Directors will meet a minimum of six (6) times per fiscal year. A minimum of seven (7) days' notice will be given prior to each Board meeting.

4.6.2 Quorum for a meeting of the Board will be two thirds (2/3) of the Directors.

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4.7 Duties of the Directors of the Board

4.7.1 The President

The President will be the representative of the Society and will oversee all affairs of the Board. The President will chair all meetings of the Society and the Board, and carry out any other duties as deemed necessary by the Board.

4.7.2 The Vice President

The Vice President will attend any meetings in the Presidents absence and will be given all powers to perform their duties in the Presidents absence. The Vice President will carry out any other duties as deemed necessary by the Board. In the absence of the both the President and Vice President the President will appoint a chairperson twenty four (24) hours prior to the meeting.

4.7.3 The Secretary

The Secretary will attend all meetings of the Society and of the Board. Their attendance will included keeping accurate minutes of the meetings, control correspondence of the Board, record names and addresses of all Society members, send notice for meetings when directed to do so and perform annual filing for the Society with Corporate Registry. The Secretary will carry out any other duties as deemed necessary by the Board.

4.7.4 The Treasurer

The Treasurer of the Board will maintain all financial records such as bank accounts that the Society may possess. They will make sure all monies paid to the Society is deposited into a bank, treasury branch or trust company that is chosen by the Board. They will keep a detailed account of expenditures and report to Board as requested. The Treasurer will be responsible for making sure the financial statement is prepared, reviewed and presented to the AGM.

4.7.5 The Past President

The Past President Is an ex-officio member of the Board who chairs the nominating committee; and carries out other duties as deemed necessary by the Board.

4.7.6 Director

Directors will attend all meetings of the Society and of the Board. They will each have one vote at Board meetings. They will be familiar with the Bylaws of the Society and be responsible for ensuring the Bylaws are followed. A Director will carry out other duties as deemed necessary by the Board.

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4.8 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) Promoting the objects of Society;
- (b) Promoting membership of the Society;
- (c) Obtaining contractors for operations and maintenance directly of the hall
- (d) Maintaining and protecting the Societies Assets and property;
- (e) Approving an annual budget for the Society;
- (f) Paying all expenses for operating and managing the Society;
- (g) Paying persons for services and protecting persons from debts of the Society;
- (h) Financing the operations of the Society, and borrowing or raising monies;
- (i) Making policies for managing and operating the Society;
- (j) Approving all contracts for the Society;
- (k) Maintaining all accounts and financial records for the Society
- (l) Appointing legal counsel if necessary
- (m) Making policies, rules and regulations for operating the Society and using its facilities assets as deemed necessary
- (n) Selling or disposing of any or all of the property of the Society;
- (o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid non-voting administrator of the Society.
- (p) All Board Members will attend all Society meetings and will present written reports to be submitted to the Board prior to the end of the fiscal year or as otherwise required

4.9 Liability/Indemnity of Directors

No Director acting in good faith is, in their individual capacity, liable for any debt or liability of the Society.

Article 5: Meetings

5.1 Types of Meetings

5.1.1 There will be two types of meetings of the Society:

- a) Annual General Meetings (see 5.3)
- b) Special General Meetings (see 5.4)

5.1.2 The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.

5.1.3 An agenda will be drawn up and made available to all members present, outlining the order of business for the General Meeting.

5.1.4. All general meetings will follow standard rules of order and make motions where appropriate.

5.1.5 The Chair will indicate the commencement and adjournment of each meeting.

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5.2 Quorum

5.2.1 A quorum for an Annual General or Special General meeting of the Society will be fifteen (15) of the members who are in good standing and are eligible to vote. Decisions will be made by majority vote of the regular members who are present.

5.2.2 Failure to reach quorum may result in the President's cancellation of the meeting. If cancelled the meeting will then be rescheduled for one week later at the same time and place. Membership will be notified of the rescheduled meeting. If quorum is not present the meeting will proceed with the members in attendance.

5.3 The Annual General Meeting (AGM)

The Society will hold an Annual Meeting called by the current President in June of each year. At least thirty (30) days' notice will be given regarding the date and location of the meeting as well as the resolutions requiring review, direction and other decisions by the membership through regular outlets such as the email list. At the meeting the Board will report on:

- (a) The past years activities and deal with any business specified in the meeting notice
- (b) An audited or reviewed financial statement will be submitted to the membership for approval.
- (c) Election of the Board Directors will take place as required.
- (d) Annual Director reports.

5.4 Special General Meeting

The Board of Directors may call a Special General Meeting for the purpose of providing reports, seeking advice and direction from membership or discussing matters of concern. The Special General Meeting may be called at any time by resolution of the Board of Directors, or on the written request of at least five (5) of the members. The request must state the reason for calling the meeting and the motions intended to be discussed. At minimum fourteen (14) days' notice will be given prior to any special general meeting of the membership.

Article 6: Voting

6.1 Voting Procedure

- (a) Each voting member will be entitled to one (1) vote per membership fee paid
- (b) Voting can only be done in person
- (c) Members will not be entitled to vote by proxy
- (d) A majority vote of members decides each issue and resolution, unless a special resolution is required. If there is a tie vote the President will have the deciding vote.
- (e) The President will declare the resolution carried or defeated. This statement is final and does not require a record of votes for and against.

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Article 7: Governance

7.1 Governance

The Board will govern and manage affairs of the Society. The Board may appoint volunteers or committees as needed to fill the requirements of the Society.

7.2 Payment

No Member or Director of the Society receives any payment for their services as a Member or Director. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

Article 8: Financial Management

8.1 Fiscal Year

The fiscal year of the Society will end on May 31st of each year.

8.2 Funds and Accounts

The funds of the Society will be deposited in a timely matter by the Treasurer to the credit of the Society in a recognized chartered bank.

No, Director or Committee member will create debt or expend any money of the Society, sell or dispose of any properties of the Society without authority written in policy or by a majority vote of the Board.

8.3 Borrowing Powers

The Society may borrow funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow only by resolution of the Board confirmed by a special resolution of the Society.

8.4 Review of Accounts

There must be an annual review of the books, accounts and records of the Society at least once a year. The review can be done by a qualified accountant or two (2) non signing authorities of the Society who are appointed for that purpose. A complete statement of the books will be submitted for the year at the AGM. A copy of the review and minutes will be available to all Members upon request.

8.5 Signing Authority

8.5.1 The signing authorities for any financial purpose will be two (2) of the following; President, Vice President, Treasurer or Secretary.

8.5.2 No Director of the Society may sign a cheque made payable to themselves.

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8.6 Books and Records

8.6.1 The Secretary keeps a record of all minute books and records of meetings.

8.6.2 The books and records of the Society may be inspected by Members of the Society at the registered office.

8.6.3 Any Member wishing to inspect the books or records must give reasonable notice of fourteen (14) days to the President or Secretary of the Society of their intention to do so and the request must be made in writing including email.

Article 9: Amendments to the Bylaws

Additions, alterations or amendments to the Bylaws will be done by special resolution at any Annual General or Special General Meeting of the Society. These changes must be signed by two (2) members in good standing and submitted to the Secretary at least twenty-one (21) days prior to the next Annual General or Special General meeting and must include details of the proposed resolution to the change. The amended Bylaws will take effect upon acceptance by the Corporate Registry of Alberta.

Article 10: Seal of the Society

10.1 Adoption of the Seal

The Board may adopt a Seal as the Seal of the Society.

The Seal of the Society may only be used by signing authorities authorized by the Board.

10.2 Custody of the Seal

The Secretary has custody of the seal unless the Board decides otherwise.

Article 11: Dissolution of the Society

Upon dissolution of the Society, all real property, fixtures and liquid assets remaining after payment of any debts, will become the property of Parkland County, in trust. Parkland County will hold the cash assets in trust until they are able to reactivate or merge the Society. The real property will pass to Parkland County. In no event to Members receive assets of the Society.