



Somerset-Bridlewood
Community Association
Bylaws - 2015

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SOMERSET/BRIDLEWOOD COMMUNITY ASSOCIATION
BYLAWS

(November 1997; amended December 1999; May 2000; May 2007; May 2009 and June 2015)

Article 1 – Name

The name of the Association shall be known as the Somerset/Bridlewood Community Association.

Article 2 – Objects of the Somerset Bridlewood Community Association are (SBCA):

- To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities
- To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes
- To encourage and promote amateur games and exercises
- To provide a meeting place for the consideration and discussion of question affecting the interests of the community
- To provide a centre and suitable meeting place for the various activities of the community

Article 3 – Boundaries of the Community

The boundaries of the Community shall be:

- (a) On the North, 162nd Avenue SW;**
- (b) On the East, Macleod Trail;**
- (c) On the South, Highway 22X;**
- (d) On the West, Stoney Trail Alignment .**

Article 4 – Membership

- (a) Membership In the Association is open to all households within the boundaries of the Community as set out in Article 3. Membership shall include all family members ordinarily resident in the household.**
- (b) Eligible persons may apply for membership in the Association and shall become members upon payment of the applicable membership fee to the Association.**
- (c) Individuals can become associate members if they are non-resident in the community; have paid the applicable membership fee; and are over the age of 18.**
- (d) Membership In the Association shall be terminated in the following cases:**
 - (i) Failure by the member to pay the applicable member fee;**
 - (ii) Resignation by the member submitted in writing to the President or Secretary of the Association;**
 - (iii) For just cause, including conduct judged improper, unbecoming, or likely to adversely affect the interests and reputation of the Association, as determined by a motion at any properly constituted meeting of the Board.**
- (e) Termination of membership comes into effect immediately upon written notice. Termination of membership does not entitle the individual(s) to any refund of their membership fees.**

- (f) Membership lists of the Association shall not be used for any activity outside the functioning of the Association.**

Article 5 – Voting

- (a) Only members of the Association in good standing may vote on matters coming before a general meeting of the Association. Motions require a simple majority vote of persons present and voting to pass. In the event of a tie vote, the Chairman shall cast the deciding vote.**
- (b) Only members of the Association in good standing for at least fourteen (14) days immediately prior to the date of voting, shall be entitled to vote on the election of Directors and Officers of the Association.**
- (c) Election of Directors may be by secret ballot, with the Secretary of the Association acting as Chief Returning Officer. The President will not vote except where his or her vote could cause or break a tie. The President's vote shall be cast prior to counting of the ballots, and given to the Chief Returning Officer, who will not count that vote except in the case mentioned above.**
- (d) No proxy voting is permitted.**
- (e) Only one (1) vote per membership is permitted.**
- (f) Associate members may attend meetings, but they are not entitled to vote at the Annual General Meeting.**
- (g) The Board of Directors should appoint a Nomination Committee in relation to the elections in Article 7. This committee must include a minimum of two (2) directors. The Nomination Committee shall set and conduct a full and fair search for each position. Nominations for positions shall not close until nominations from the floor have been called.**

Article 6 – Meetings

- (a) The President of the Association shall call an Annual General Meeting (AGM) prior to May 31st each year, at the time and place agreed to by the Board of Directors.**
- (b) Quorum for a Board Meeting shall be a simple majority of the elected voting members of the Board of Directors.**
- (c) Notice shall be given to members no less than 21 days prior to the AGM. Notice shall specify date, time, place and the agenda to be considered at the AGM. The AGM shall be held at any venue in Calgary determined by the Board.**
- (d) Quorum for a General Meeting shall be eight (8) members of the community; those members should include at least two (2) Executive Directors and two (2) other Directors.**
- (e) Should a quorum not be present within one-half hour of the time called for a meeting, then quorum can be established by a 75% affirmative vote of those present. In the event the quorum vote is not reached that meeting shall be set over to the same time and place one (1) week hence, when the members then present and entitled to vote shall constitute a quorum.**
- (f) The members may vote to give the Board of Directors the power to pass a resolution providing for the removal of a Director who has missed three (3) consecutive Board meetings without reasonable explanation.**

Article 7 – Board of Directors

- (a) **The affairs of the Association shall, subject to direction from the members, be managed and directed by a Board of Directors.**
- (b) **The number of elected Directors of the Association must be no less than five and no more than fifteen (15).**
- (c) **Directors shall be elected at the Annual General Meeting from the members. Only members of the Association in good standing and at least 18 years of age shall be qualified to stand for election under this clause.**
- (d) **Every nominee receiving the majority vote from the members present and voting shall be declared a Director.**
- (e) **A Director may be removed from office by a resolution passed by not less than seventy-five percent (75%) of members present and voting at a meeting of the Association called for that purpose on at least fourteen (14) days' notice.**
- (f) **If a Director ceases to hold office, the Board may appoint a replacement Director by majority vote from the board.**
- (g) **All Board Members must be members of the Association.**
- (h) **Meetings of the Board of Directors shall be called by an Executive member of the Board. Notice shall be delivered to members of the Board at least seven (7) days prior to the meeting.**
- (i) **An executive member may postpone a scheduled meeting if they have confirmed that there will not be a quorum at that meeting. A new meeting may be scheduled with notice being given at least seven (7) days prior to the meeting.**
- (j) **The Board of Directors shall appoint such committees as required for the efficient operation of the Association.**
- (k) **All motions require a simple majority to pass.**
- (l) **An individual may not hold a position on the Board of Directors for more than four (4) consecutive years. If that limit is reached and no other person is willing to assume that role, then the current Director may continue to hold the position on an interim basis until such time as a replacement steps forward.**

Article 8 – Officers and Executive Committee

- (a) **The Officers of the Association who shall be elected each year by the Directors from their numbers may include:**
 - (i) **A President who shall preside at all meetings of the Association, the Board of Directors and the Executive Committee and who shall be an ex-officio member of all committees except the Nomination Committee. The President must have been a member of the Board of Directors for the preceding year;**
 - (ii) **A Vice-President, who shall assume and perform the duties of the President in the absence of the President;**
 - (iii) **A Secretary who shall have custody of all official Association records, documents and all regulations of the Association, other than financial, and who shall prepare and maintain**

minutes of meetings of the Association, of the Board of Directors and of the Executive Committee, call meetings, and who shall perform such other duties as the Board may direct;

- (iv) **A Treasurer who shall administer the financial affairs of the Association and keep or cause to be kept all such books of account and financial records as may be required to properly reflect the financial affairs of the Association.**
- (b) **Meetings of the Executive Committee may be called by any member of the Executive at the request of at least two (2) Executive Committee members.**
- (c) **A quorum of the Executive Committee is a majority of its members.**
- (d) **Reasonable effort shall be made to notify all Executive Committee members of meetings of the Committee.**
- (e) **All actions of the Executive Committee shall be recorded and the actions taken since the previous meeting of the Board of Directors shall be presented for ratification to the next meeting of the Board of Directors.**

Article 9 – Notices and Time

For all matters requiring notice, including calling Special Meetings, under these Bylaws:

- (a) **Notices may be given by email or mailing address, according to the member's preference.**
- (b) **Notices to a member shall be to the member's address according to the most recent Association records.**
- (c) **Any notice required by these Bylaws shall be deemed given if reasonable compliance has been achieved and no material prejudice has resulted.**

Article 10 – Financial Organization

- (a) **The financial affairs of the Association shall be managed by the Board of Directors.**
- (b) **Each member of the Board of Directors shall be free from all personal liability for any debts, actions, claims, demands, liabilities or commitments of any kind made by the Association, and in particular the Association shall indemnify and hold harmless each said member, Director and Officer against any such debt, action, claim, demand, liability or commitment.**
- (c) **Only the Board of Directors may, and no member shall, commit the Association to any indebtedness of any kind, either for goods, services or otherwise. Any member committing the Association in contravention hereof shall save harmless and indemnify the Association against any claim, demand, action, debt or cause of action which may arise as a result of such unauthorized commitment.**
- (d) **An audit of all financial records shall be conducted annually by either a duly qualified accountant or two (2) members of the Board of Directors, neither one being the Treasurer. The members of the Board of Directors shall ensure that annual audited financial statements are made available to any member upon request.**
- (e) **No member of the Association shall be offered remuneration.**
- (f) **Any two of the following shall sign all cheques: President, Vice-President, Secretary, Treasurer, or any other Board Member as directed by the Executive Committee.**

- (g) Any two members of the Executive Committee are authorised on behalf of the Association to sign securities or instruments held by the Association.**
- (h) The Association, except with the approval of a Special Resolution of the membership of the Association, shall borrow no money.**
- (i) The fiscal year end shall be December 31.**
- (j) The Association will not be allowed to exceed the budget without approval of the Board of Directors.**

Article 11 – Bylaws Amendments

- (a) The Bylaws may be rescinded, altered or added to by a "Special Resolution". A special resolution means a resolution passed at a general meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given.**
- (b) The majority required to pass a motion to amend is seventy-five percent (75%) of those in attendance.**

Article 12 – Duty to Enforce

- (a) It shall be the duty of the Officers and Directors of the Association to uphold and enforce the provisions of these Bylaws.**
- (b) In the case of a discrepancy with the interpretation of these Bylaws, the President shall be the final authority in their interpretation.**

Article 13 – Endorsement

The Association shall not endorse any school trustee, aldermanic, mayoralty, provincial or federal candidate, political party or platform. The above individuals shall not be entitled to be elected or appointed to the Board of Directors.

Article 14 – Dissolution

Should the Association decide to dissolve, any assets remaining after the payment of debts and liabilities shall be transferred in trust to The City of Calgary until such time as the assets can be transferred from The City of Calgary to a charitable group or purpose approved by the Alberta Gaming and Liquor Commission.