



Waskasoo Community Association of Red Deer

Bylaws

1. Name

The organization herein described shall be known as *The Waskasoo Community Association of Red Deer*, here after referred to as the Association.

2. Definitions

2.1. “Association” means the Waskasoo Community Association of Red Deer. The Association is defined as those people residing within the defined boundaries of the Waskasoo and those people residing in the outlying areas who wish to be considered as members of the Association.

2.2. “Waskasoo neighbourhood” means all the area North of 55th Street, East of 49th Street, South of the Red Deer River, and West of the east escarpment.

3. Membership

3.1. Anyone residing within the defined boundaries of the Waskasoo neighbourhood and those people residing in the outlying areas who wish to be considered as members of the Association are eligible to be a member of the Association.

3.2. Ordinary Member

3.2.1. Any resident in the Waskasoo neighbourhood and registered with the Association shall automatically be a member of the Association on payment of the applicable Association annual household fee. Every ordinary member over the age of sixteen years shall be entitled to one vote at any members’ meeting.

3.3. Associate Members

3.3.1. Any person who is a non-resident of the Waskasoo neighbourhood and who is registered with the Association shall automatically be a member of the Association on payment of the applicable associate member annual fee. Associate members shall enjoy all the rights and privileges of membership in the Association but are not entitled to vote at members’ meetings.

3.3.2. The representatives of any business, institution, or government agency within the Waskasoo neighbourhood shall automatically be members of the Association on payment of the applicable associate member annual fee. Associate members shall enjoy all the rights and privileges of membership in the Association but are not entitled to vote at members’ meetings.

3.4. Honorary Members

3.4.1. A member may nominate any adult resident of the Waskasoo neighbourhood for honorary membership. Election requires the unanimous recommendation of the Board of Directors with ratification by a simple majority vote at the annual general meeting. Every honorary member shall be entitled to one vote at any members' meeting.

3.4.2. Honorary members shall enjoy all the rights and privileges of the Association but shall not be required to pay the annual household fee.

3.5. Removal of Membership

3.5.1. Any member shall be removed from membership of the Association if the annual household fee is not paid.

3.5.2. Any ordinary member shall be removed from ordinary membership of the Association when they no longer reside in the Waskasoo Community.

3.5.3. The resignation of any member shall become effective upon written notice being received by the President or Secretary of the Association.

4. Membership Fees

4.1. The membership fee shall be composed of one fee per household. A household is defined as a city of Red Deer recognized street address.

4.2. The fee for all membership categories shall be established at the annual meeting.

4.3. When changes are proposed to the membership fee, the Board of Directors shall publish notice of intent at least 30 days prior to the annual meeting. The fee changes shall be effective on 1 January of the following year.

5. Members' Meetings

5.1. This society shall hold an annual meeting on or before 31st December in each year, of which notice in writing to the last known address of each member shall be delivered in the mail 21 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any adult ordinary or honorary member in good standing shall be eligible to any office in the society. 10 members in good standing shall constitute a quorum. Every ordinary or honorary member over the age of sixteen years shall be entitled to one vote at any annual meeting. Voting shall be by hand.

5.2. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting. 10 member of good standing shall constitute a quorum. Every ordinary or honorary member over the age of sixteen years shall be entitled to one vote at any general meeting. Voting shall be by hand.

5.3. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of a special meeting shall be given by letter to the last known address of each member, delivered in the mail at least eight days prior to the meeting. 10 members in good standing shall constitute a quorum. Every ordinary or honorary member over the age of sixteen years shall be entitled to one vote at any special meeting. Voting shall be by hand.

5.4. All meetings shall be held at a time and place to be decided by the Board of Directors.

5.5. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business at any meeting of the members.

5.6. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

5.7. A majority of the votes cast by a show of hands by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Bylaws.

5.8. No error or omission in giving notice of any annual or general meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken at such meeting. Any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken at any such meeting.

6. Board of Directors

6.1. The property and business of the Association shall be managed by a Board of Directors, comprised of a minimum of four directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the Board of Directors.

6.2. The Board of Directors shall consist of:

- 6.2.1.** the Chairperson,
- 6.2.2.** Vice-Chairperson,
- 6.2.3.** Secretary, and
- 6.2.4.** Treasurer;
- 6.2.5.** Directors at large

6.3. The members at an annual meeting of members shall elect directors for a term of one year.

6.4. The office of director shall be automatically vacated:

- 6.4.1.** if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that he or she be removed from office;

- 6.4.2.** if a director resigns office by delivering a written resignation to the Secretary of the Association;
- 6.4.3.** if the director is found by a court of be of unsound mind;
- 6.4.4.** on the death of the director;
- 6.4.5.** provided that if any vacancy shall occur for any reason as outlined above, the Board of Directors by majority vote, may fill the vacancy with a member of the Association.

6.5. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred in the performance of his or her duties.

6.6. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and a successor is elected.

6.7. All directors shall take office at the annual meeting and shall hold office for one year from that date or until the next annual meeting or until their successor shall be elected.

7. Powers and Duties of Directors

7.1. The directors of the Association shall be responsible for the administration of the affairs of the Association and may make or cause to be made for the Association, in its name, any kind of contract that the Association may lawfully enter into and, save as otherwise provided in these bylaws, generally may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

7.2. In particular, but without restricting the generality of the foregoing the Board of Directors:

- 7.2.1.** shall authorize those expenditures that further the objectives of the Association;
- 7.2.2.** shall approve the budget for the ensuing calendar year;
- 7.2.3.** shall approve the investment policy of the Association on the recommendation of the Treasurer
- 7.2.4.** shall designate, on the recommendation of the Treasurer, a bank or banks or similar institution offering normal banking services for the deposit of the funds of the Association;
- 7.2.5.** shall receive committee reports and recommendations, and shall submit to the Association at any annual or other general meeting recommendations that it has approved affecting the administration, activities and policies of the Association;
- 7.2.6.** shall create and dissolve Standing Committees and appoint a chairperson to each standing committee;
- 7.2.7.** shall consider and may approve the programs, budgets or subcommittees of any Standing Committee and shall request, at regular intervals, progress reports from each of them;
- 7.2.8.** shall fill vacancies unless otherwise stated in these bylaws;
- 7.2.9.** shall elect honorary members;
- 7.2.10.** shall name the signing officers of the Association and indicate limits to their authority.

7.3. The directors shall present a budget at the annual general meeting of the Association for its approval, setting out the proposed revenues and expenditures for the following calendar year.

7.4. The directors may authorize expenditures over and above the annual budget approved at the annual general meeting up to a total of \$1000.00 in each Association year.

7.5. The directors shall ensure that the annual financial statements and the proposed budget are available at least 15 days prior to the annual general meeting.

7.6. The directors shall see that all necessary books and records of the Association required by the bylaws or by any applicable statute or law are regularly and properly kept.

8. Directors' Meetings

8.1. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours notice of such meeting shall be given to each director. A director may waive notice of or otherwise consent to a meeting. Each director is authorized to exercise one vote.

8.2. Four directors present at any meeting shall constitute a quorum for meetings of the Board of Directors.

8.3. The Chairperson of the Association shall Chair the meetings of the Board of Directors. In the absence of the Chairperson, the Chair shall be the Vice-Chairperson and in the absence of both the Chairperson and Vice-Chairperson, those present shall select a Chair for the meeting.

9. Officers

9.1. The officers of the Association shall be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer and any such other officers as the Board of Directors by bylaw may determine. Officers shall also be directors of the Association.

9.2. The Chairperson shall be the Chief Executive Officer of the Association. The Chairperson shall (a) ensure that regular elections are held in accordance with these bylaws (b) preside at all meetings and (c) issue the call for any members' meeting and meetings of the Board of Directors. The Chairperson shall be an ex-officio member of all subcommittees and shall ensure that these committees function effectively and shall cooperate with the sub-committee chairperson toward that end. The Chairperson shall require the Chair of each committee to provide regular reports to the Board of Directors. If, for any reason, the office of the Chairperson becomes vacant, the Vice Chairperson shall succeed in office followed by the Secretary and then the Treasurer.

9.3. The Vice-Chairperson substitutes and succeeds for the Chairperson in case of the Chairperson's absence or incapacity.. The Vice-Chairperson shall, under the discretion of the Chairperson, oversee the functioning of any committees as the Chairperson may designate.

9.4. The Secretary shall record the minutes of all meetings of the Board of Directors and members and shall maintain such records of the Association as are from time to time deemed necessary and shall carry out such other duties as are related thereto. He/she shall have charge

of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

9.5. The Treasurer shall (a) maintain a record of all financial transactions of the Association (b) ensure all Association funds are deposited to an Association bank account or similar institution offering normal banking services as approved by the Board of Directors (c) ensure that two approved signing authorities are required on all withdrawals from Association accounts and shall ensure all monies paid out are on the authority of the Board of Directors and (d) prepare and submit a financial report to the Board of Directors periodically and report to the members at the annual general meeting.

9.6. The resignation of an officer shall become effective upon written notice being received by the Chairperson or Secretary of the Association.

10. Sub Committees

10.1. There shall be such Sub Committees as are necessary to organize and carry out certain activities of the Association. The Sub Committees shall be created and dissolved by order of the Board of Directors and will act as standing committees.

10.2. In particular there may be the following Sub Committees:

10.2.1. Neighbourhood Watch Committee

10.2.2. Waskasoo Land-use bylaw Committee

10.2.3. Activities Committee

10.2.4. Communications Committee

10.3. The Board of Directors shall appoint a chairperson for each Sub-Committee for a term of one year. The appointment may be renewed for successive one-year terms at the discretion of the Board of Directors.

10.4. The Chairperson can be removed from their position with the consent of two-thirds of the members of the Board of Directors present and voting at any Board meeting.

10.5. The Chair of each Sub-Committee shall be entitled to attend meetings of the Board of Directors.

10.6. Each Sub-committee shall contain as many sub-committee members as are deemed necessary by the chairperson.

10.7. No person shall be eligible to be appointed chairperson on any subcommittee unless he or she is a member of the Association.

10.8. No chairperson or member of a sub-committee shall receive any compensation for any

duties performed on behalf of the Association, although they shall be entitled to be reimbursed for any reasonable expense incurred in the performance of these duties.

10.9. The resignation of any chairperson shall become effective upon written notice being received by the Board Chair or Secretary of the Association.

11. Nominations and Elections

11.1. Only members of the Association shall be eligible for nomination for a position on the Board of Directors.

11.1.1. where there is only one candidate, that candidate shall be declared acclaimed before the commencement of voting;

11.1.2. where there is more than one (1) candidate, the candidate receiving the largest number of votes shall be elected;

11.1.3. where an equal number of votes are received by each of the candidates the election shall be declared a nullity and a new election shall be held as soon as practicable.

11.2. Where an election that is required to be held pursuant to those provisions cannot be held within the time limits prescribed the Chairperson shall appoint a time and place with all due dispatch.

11.3. The Board of Directors shall make such other rules as it deems necessary for the fair and proper conduct of the election in so far as they do not conflict with the requirements for the holding of an election as expressed herein.

12. Bylaws

12.1. In the future, bylaws can only be changed by a special resolution of the members.

13. Candidates for Elective Office

13.1. The Association shall not endorse, or otherwise support, any candidate for elected office.

14. Auditors

14.1. The members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The Board of Directors shall fix the remuneration of the auditor.

14.2. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

15. Financial Year

15.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be the calendar year.

16. Borrowing Powers

16.1. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

17. Parliamentary Procedures

17.1. In the absence of rules in these bylaws all meetings of the Board of Directors, any committee meetings and any members' meetings shall be conducted in accordance with *Robert's Rules of Order*.

18. Winding Up

18.1. In the event of the dissolution or winding up of the Association, it is specially provided that all the assets remaining after the payment and satisfaction of the Association's debts and liabilities shall be distributed to one or more organizations in Red Deer carrying on similar activities or having objects similar to one or more of the objects of the Association.