

# WOODLEA COMMUNITY ASSOCIATION

## BYLAWS

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### 1. Name

The organization shall be known as the *Woodlea Community Association*, hereafter referred to as the Association.

### 2. Definitions

2.1 “Residents” include those persons who live or own property within Woodlea.

2.2 “Woodlea” is defined as the area within the City of Red Deer, South of 55<sup>th</sup> Street (including the south side of 55<sup>th</sup> Street), East of Waskasoo Creek, North of Ross Street and West of Woodlea Park and the escarpment.

### 3. Purpose

To provide a forum to build and enhance community, share resources, and be an influential voice and advocate on behalf of the Woodlea community.

### 4. Membership

#### 4.1 Ordinary Member

Any resident of the Woodlea community registered with the Association shall automatically be a member of the Association on payment of the applicable member annual fee. Every adult ordinary member, 18 years or older, shall be entitled to one vote at any members’ meeting.

#### 4.2 Associate Member

Any person who is a non-resident of Woodlea and who is registered with the Association shall automatically be a member of the Association on payment of the applicable associate member annual fee.

The representative of any business, institution or agency within Woodlea shall automatically be an associate 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 or serve as a Director.

#### 4.3 Membership Fees

Fees for all categories of membership shall be established at the Annual Meeting.

#### 4.4 Withdrawal of Membership

Any member in arrears for fees shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

Members may terminate membership by communicating in writing (including via email) to the Association.

Any member upon a majority vote of all members of the Association in good standing may be expelled from membership for any cause which the Association may deem reasonable.

## **5. Meetings**

- 5.1 The Association shall hold an Annual Meeting on or before December 31<sup>st</sup> in each year, of which notice in writing to the last known address of each member shall be delivered, in the mail or via email, at least 21 days prior to the date of the meeting. At this meeting, there shall be elected from the membership seven Directors, who shall form a Board. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice of such meeting.
- 5.2 General Meetings of the Association may be called at any time by the Secretary upon the instructions of the Chair or Board. Special Meetings shall be called by the Chair or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reason(s) for calling such meeting. Notice of such meetings shall be in writing to the last known address of each member, delivered in the mail or via email, 8 days prior to the date of such meeting.
- 5.3 Ten members in good standing shall constitute a quorum. Every ordinary member over the age of eighteen shall be entitled to one vote at any Annual, General or Special meeting. Voting shall be by hand or by ballot.

## **6. Nominations and Elections**

Only ordinary members of the Association in good standing shall be eligible for nomination for a position on the Board of Directors. Where the number of candidates is equal to the number of vacancies, those candidates shall be declared acclaimed before the commencement of voting. Where there are more candidates than vacancies, the candidates receiving the greatest number of votes shall be elected. Where an equal number of votes makes it impossible to fill vacancies, the election shall be declared a nullity and a new election shall be held as soon as practicable. The Board of Directors may make such other rules as deemed necessary for the fair and proper conduct of an election.

## **7. Board of Directors**

7.1 The Board of Directors shall:

- i. serve for one or two year terms;
- ii. assume their duties upon election;
- iii. appoint the officers of the Association, from among the Board, consisting of Chair, Vice Chair, Secretary and Treasurer (a member may hold the offices of Secretary and Treasurer at the same time);
- iv. not receive remuneration, unless authorized at a Board meeting and after notice for same has been given to members of the Association.

7.2 The Board of Directors may:

- i. declare a vacancy on the Board when a Director has missed three consecutive meetings without just cause or has resigned from the office;
- ii. remove a Director from office for any cause deemed reasonable upon a 2/3 majority vote of the entire Board;
- iii. appoint a member of the Association to fill a vacancy on the Board;
- iv. create and dissolve ad hoc committees, as necessary, and appoint members to such committees.

### *7.3 Meetings*

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 is provided to each Director. Resolutions and voting through email is permitted, so long as quorum has been reached.

Four Directors present at any Board meeting shall constitute a quorum.

## **8. Powers and Duties**

8.1 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, 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 society is by its charter, or otherwise, authorized to exercise and do.

8.2 The Board of Directors shall:

- i. authorize those expenditures that further the objectives of the Association;
- ii. approve the budget for the fiscal year;
- iii. approve the investment policy of the Association on recommendation of the Treasurer;
- iv. name the signing officers of the Association and indicate limits to their authority;
- v. ensure that the annual financial statements are available at least 15 days prior to the Annual Meeting;
- vi. see that all the necessary books and records of the Association required by the bylaws or applicable statute or law are regularly and properly kept and filed.

8.3 The Chair shall:

- i. ensure that regular elections are held in accordance with these bylaws;
- ii. preside at all meetings of the Association;
- iii. shall be an ex-officio member of all committees.

8.4 The Vice Chair shall:

- i. perform the duties of the Chair in the absence of, or at the request of, the Chair;
- ii. fulfill such other duties as may be assigned by the Association, the Board of Directors or the Chair.

8.5 The Secretary shall:

- i. record the minutes of all meetings of the Board of Directors and members;
- ii. maintain such records of the Association as are from time to time deemed to be necessary;
- iii. have charge of the Seal of the Association, which whenever used shall be authenticated by the signature of the Secretary and the Chair or Vice Chair.

8.6 The Treasurer shall:

- i. receive all monies paid to the Association and be responsible for the deposit of monies in a chartered financial institution chosen by the Board;
- ii. maintain a record of all financial transactions of the Association;
- iii. be custodian of all financial documents and records, and of all funds, disbursing them as directed by the Board or Association;
- iv. prepare and submit a financial report to the Board of Directors periodically and report to the members at the Annual Meeting.

## **9. Auditing**

9.1 The members shall, at each Annual Meeting, appoint an auditor, or auditors, to audit the accounts and annual financial statements of the Association for report to the members at the next Annual Meeting. Two officers/members may be elected for that purpose at the Annual Meeting. The fiscal year end of the Association shall be June 30.

9.2 The books and records of the Association may be inspected by any member at the Annual Meeting or at any time upon giving reasonable notice to the officer having charge of same. Board members shall have access to such books and records at all times.

## **10. Borrowing**

For the purpose of carrying out its objects, the Association 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 Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

## **11. Bylaws**

The bylaws may be rescinded, altered or added to by a special resolution of the members.

## **12. Dissolution**

In the event of the dissolution or winding up of the Association, any remaining assets shall be distributed to one or more organizations in Red Deer carrying on similar activities or having objects similar to the Association.