

WOODLEA COMMUNITY ASSOCIATION

BYLAWS

1. Name

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

“Association” means the Woodlea Community Association. The Association is defined as persons who are residents of Woodlea or outlying areas who wish to be considered as members of the Association.

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

“Woodlea” is defined as the area South of 55th Street (including the south side of 55th Street), East of Waskasoo Creek, North of Ross Street and West of Woodlea Park and the escarpment.

2. Purpose

To provide a forum to network, share resources, enhance, advocate and be an influential voice on matters that affect the community of Woodlea.

3. Membership

Ordinary Member

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

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 Association associate member annual fee.

The representative of any business, institution or agency within Woodlea shall automatically be a member of the Association on payment of the applicable Association 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.

Membership Fees

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

The fee for all categories of membership shall be established at the Annual Meeting. When changes are proposed to the membership fee, a notice of intent shall be published at least 30 days prior to the Annual Meeting. The fee changes shall be effective on January 1 of the following year.

Withdrawal of Membership

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

Any member may resign their 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.

4. Meetings

The Association shall hold an Annual Meeting **on or before December 31st 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, 21 days prior to the date of the meeting. At this meeting, there shall be elected a Chair, Vice Chair, 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 of such meeting. Any adult ordinary member in good standing shall be eligible to any office in the Association.

General meetings of the Association may be called at any time by the Secretary upon the instructions of the Chair or Board by notice 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.

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 or general meeting. Voting shall be by hand.

5. Nominations and Elections

Only members of the Association shall be eligible for nomination for a position on the Board of Directors. Where there is only one candidate, that candidate shall be declared acclaimed before the commencement of voting. Where there is more than one candidate, the candidate receiving the greatest number of votes shall be elected. 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.

6. Board of Directors

The Board of Directors shall:

1. be elected or appointed for one or two year terms;
2. assume their duties at the close of the meeting at which they are elected or appointed;
3. be comprised of not less than four members;
4. consist of Chair, Vice Chair, Secretary, Treasurer and Directors at Large;
5. not receive remuneration, unless authorized at a Board meeting and after notice for same has been given to members of the Association;
6. appoint the officers of the Association, consisting of Chair, Vice Chair, Secretary and Treasurer (a member may hold the offices of Secretary and Treasurer at the same time).

The Board of Directors may:

1. declare a vacancy on the Board when a director has missed three consecutive meetings without just cause or has resigned from the office;
2. remove a director from office for any cause deemed reasonable upon a 2/3 majority vote of the Board;
3. appoint a member of the Association to fill a vacancy;
4. elect honorary members;
5. create and dissolve ad hoc committees, as necessary, and appoint members to such committees.

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 meeting shall constitute a quorum.

7. Powers and Duties

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.

The Board of Directors shall:

1. authorize those expenditures that further the objectives of the Association;
2. approve the budget for the ensuing calendar year;
3. approve the investment policy of the Association on recommendation of the Treasurer;
4. name the signing officers of the Association and indicate limits to their authority;
5. ensure that the annual financial statements and proposed budget are available at least 15 days prior to the Annual Meeting;
6. 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.

The Chair shall:

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

The Vice Chair shall:

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

The Secretary shall:

1. record the minutes of all meetings of the Board of Directors and members;
2. maintain such records of the Association as are from time to time deemed to be necessary;
3. 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.

The Treasurer shall:

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

7. Auditing

The members shall, at each Annual 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. Two officer/members may be elected for that purpose at the Annual Meeting. The fiscal year of the corporation shall be the calendar year. ?????? Should be before the Annual Return is due (before the last day of the month following your anniversary month) and after the end of your fiscal year... says the Societies package.

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.

8. 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.

9. Bylaws

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

10. 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.