

d AMENDED BY-LAWS – October, 2016
Mount Pleasant Community Association

ARTICLE 1: NAME

1.1 Name

The name of the Society is the Mount Pleasant Community Association, which may also be known or referred to as “MPCA” or the “Association”.

ARTICLE 2: DEFINITIONS AND INTERPRETATION

2.1 Effect of Societies Act

When interpreting these By-laws, reference shall be made to the Societies Act, and the words and expressions used in these By-laws will, unless the context otherwise requires, have the same meaning as the words and expressions have in the Societies Act.

2.2 Gender

Where the male gender is used, it shall be interpreted to include the female gender also.

2.3 “Board” means the Board of Directors of MPCA.

2.4 “Member” means a person or entity meeting the requirements contained in Article 4 of these By-laws.

2.5 “Societies Act” means the Societies Act contained in the Revised Statutes of Alberta, as amended from time to time, or any Act passed in amendment or substitution for it.

ARTICLE 3: BOUNDARIES

3.1 The boundaries of MPCA are:

- (a) the south boundary of Confederation Park and the south side of 32nd Avenue N.W. on the north;
 - (b) the west side of 2nd Street N.W. on the east;
 - (c) the north side of 16th Avenue N.W. on the south; and
 - (d) the east side of 10th Street N.W. on the west,
- all in the City of Calgary in the Province of Alberta.

ARTICLE 4: MEMBERSHIP

4.1 Categories of Members

There are 5 categories of Members in MPCA:

- (a) Full Members;
- (b) Associate Members;
- (c) Life Members;
- (d) Business Members; and
- (e) Honourary Members.

4.1.1 Full Members

To become a Full Member, a person must:

- (a) be a resident within the MPCA boundaries;
- (b) apply for membership; and
- (c) pay the annual membership fee for Full Members.

4.1.2 Associate Members

To become an Associate Member, a person must apply for membership and pay the annual membership fee for Associate Members.

4.1.3 Life Members

To become a Life Member, a person must:

- (a) have been a Full Member for at least 10 years;
- (b) be 65 years of age or older; and
- (c) apply to become a Life Member.

4.1.4 Business Members

To become a Business Member, a business must:

- (a) provide products or services to residents of Mount Pleasant;
- (b) apply for membership; and
- (c) pay the annual membership fee for Business Members.

4.1.5 Honourary Members

A person may become an Honourary Member if the Voting Members at an Annual General Meeting pass a resolution to that effect in recognition of the person's significant contributions to MPCA.

4.2 Membership Fees

4.2.1 Membership Year

The membership year is one year from date of purchase.

4.2.2 Membership Fees

The Board shall set the annual membership fees for each category of Member.

4.3 Rights and Privileges of Members

4.3.1 Voting Members

The only Members who can vote at General Meetings of MPCA are:

- (a) Full Members in good standing; and
- (b) Life Members in good standing.

4.3.2 Rights at General Meetings

Any Member in good standing is entitled to:

- (a) attend any General Meeting of MPCA;
- (b) speak at any General Meeting of MPCA upon being recognized by the Chair of the Meeting;
- (c) exercise other rights and privileges given to Members in these By-laws.

4.3.3 Good Standing

A Member is in good standing when:

- (a) he has paid the membership fee for the current year; and
- (b) he has not been suspended as a Member.

4.3.4 Inspecting Books and Records

A Member in good standing may inspect the books and records of MPCA at any regularly scheduled Board meeting, at the Annual General Meeting, or by prior arrangement with an Officer of MPCA.

4.4 Suspension of Membership

4.4.1. Decision to Suspend

The Board, at a Special Meeting of the Board called for that purpose, may suspend a Member's membership for up to three months, if the Board determines that the Member has:

- (a) failed to abide by these By-laws;
- (b) been disloyal to MPCA;
- (c) disrupted meetings or functions of MPCA; or
- (d) done anything harmful to MPCA.

4.4.2 Notice to Member

4.4.2.1 The Board will provide the affected Member with at least 14 days' advance written notice of the Special Board Meeting referred to in paragraph 4.4.1.

4.4.2.2 The notice shall be sent by single registered mail to the last known address of the Member as shown in the records of MPCA, and shall be deemed to be received by the Member on the third business day after being mailed.

4.4.2.3 The notice will state the reasons that the Board is considering suspending the Member

4.4.3 Decision of the Board

4.4.3.1 The Member will have an opportunity to appear before the Board and to address the matter. The Board may allow another person to accompany the Member and to make submissions on behalf of the Member. The Board may limit the time given to the Member and his representative for their submissions.

4.4.3.2 The Board may exclude the Member and his representative from its discussion of the matter and from the deciding vote.

4.5 Termination of Membership

4.5.1 A Member's membership is terminated by any of the following:

- (a) he delivers written notice of his resignation to the Secretary;
- (b) he dies;
- (c) he fails to pay his membership fee for the current year; or
- (d) he is expelled from membership by the MPCA by Special Resolution.

4.5.2 A Full Member who ceases to be a resident within the MPCA boundaries also ceases to be a Full Member and shall become an Associate Member for the balance of the membership year.

ARTICLE 5: MEETINGS OF THE ASSOCIATION

5.1 Annual General Meeting

5.1.1 The MPCA holds its Annual General Meeting (“AGM”) before the 31st day of October in each year. The Board sets the place, day and time of the AGM, but it shall be held in Calgary, Alberta.

5.1.2 The Secretary shall announce the AGM at least 21 days in advance by placing a notice stating the place, date, and time of the AGM in each of the following locations:

- (a) at least 2 main entrances to the Mount Pleasant Community;
- (b) at the MPCA community hall; and
- (c) at one other location set by the Board.

5.1.3 It is not necessary to mail or deliver notice of the AGM to the Members.

5.1.4 Meeting Agenda

The AGM deals with the following matters:

- (a) declaration of a quorum;
- (b) approval of agenda;
- (c) adopting the Minutes of the last AGM and any General Meeting of the Members held since the last AGM;
- (d) receiving the reports from the Board Members and Committees;
- (e) reviewing the financial statements;
- (f) appointing auditors;
- (g) electing the members of the Board; and
- (h) considering other business that may properly come before the AGM, having been placed on the Agenda before the start of the AGM.

Matters may not be added to the Agenda of the AGM after the meeting has been called to order.

5.1.5 The quorum at the AGM is 20 Voting Members of the MPCA.

5.2 Special General Meetings

5.2.1 Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board; or
- (b) on the written request of at least 3 Directors or Officers or at least 10 voting Members. The request must:
 - (i) be directed to the President;
 - (ii) state the reason for the Special General Meeting; and
 - (iii) set out the motion(s) intended to be submitted to the meeting.

5.2.2 Notice

The Secretary shall provide notice of a Special General Meeting in the same way as set out in paragraph 5.1.2 for the AGM. In addition, the notice for a Special General Meeting shall state the matter to be brought forward at the meeting.

5.2.3 It is not necessary to mail or deliver notice of a Special General Meeting to the Members.

5.2.4 Meeting Agenda

Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting.

5.2.5 Quorum

Any Special General Meeting has the same quorum as the AGM.

5.3 Procedure at Annual General Meetings and Special General Meetings

5.3.1 Attendance

Meetings of the MPCA are open only to Members in good standing.

5.3.2 Failure to Reach Quorum

If a quorum is not present within 30 minutes after its scheduled start time, the meeting shall be cancelled and rescheduled for one week later at the same time and place. If a quorum is not present within 30 minutes after the start time at the rescheduled meeting, the meeting will proceed with the Members in attendance.

5.4 Voting at Annual General Meetings and Special General Meetings

5.4.1 A show of hands decides every vote at any General Meeting, unless at least 3 Voting Members request a written ballot, in which case written ballots shall be used.

5.4.2 The Chair of the Meeting does not have a second or deciding vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.4.3 Voting Members may not vote by proxy.

5.4.4 A majority of the votes cast at any Meeting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. In calculating the number of votes, abstentions shall not be included, unless the abstentions form the majority of the votes cast, in which case the motion is defeated.

ARTICLE 6: GOVERNANCE OF THE ASSOCIATION

6.1 General Principle

MPCA shall be governed by its Members through a Board of Directors and Officers, which shall be elected annually by the Voting Members of MPCA.

6.2 The Board of Directors

6.2.1 Powers and Duties of the Board

Except where otherwise limited by the Societies Act, the Board has all the powers of the Association as a whole. The powers and duties of the Board include:

- (a) promoting the objects of MPCA;
- (b) promoting membership in MPCA;
- (c) hiring and dismissing employees, together with setting the terms of their employment, including job duties and salaries;
- (d) maintaining and protecting the assets and property of MPCA;
- (e) approving the annual budget;
- (f) fiscal management, including the investment of funds, paying expenses, and operating and managing MPCA; and

(g) forming and dissolving committees and setting their terms of reference.

6.2.2 Composition of the Board

6.2.2.1 The Board shall consist of a minimum of 5 and a maximum of 15 Directors and Officers.

6.2.2.2 The Officers of the Board shall be the President, Vice-President, Secretary, Treasurer, and the Immediate Past President. Collectively, the Officers shall form the Executive Committee.

6.2.2.3 The other Directors shall be known as Program Directors and shall each have responsibility for a specific program or service provided by MPCA.

6.2.3 Election and Removal of Directors and Officers

6.2.3.1 The Voting Members shall elect Directors and Officers at the AGM. Except as provided in 6.2.3.2, all Director and Officers shall be elected for a two-year term that begins at the conclusion of the meeting where they are elected and ends immediately following the second AGM at which these Directors and Officers were elected. In order to stagger the terms of the Directors and Officers, the Voting Members shall elect approximately one half of the Directors and Officers at each AGM.

6.2.3.2 Where either (a) no Director or Officer is elected to a position for the first year of a mandate or (b) when a Director or Officer resigns before completing his two year term, the Director or Officer next elected to the position will be elected for the balance of the initial two year term. The intent is to maintain the goal of staggering the terms of the Directors and Officers.

6.2.3.3 The Voting Members may re-elect any Director or Officer for an additional term.

6.2.3.4 A Director or Officer may resign by giving notice in writing to the Secretary or President and the resignation is effective on the date specified in the notice.

6.2.3.5 Voting Members may remove a Director or Officer from office by means of a majority vote at a Special Meeting called for that purpose.

6.2.3.6 If there is a vacancy on the Board, the remaining Directors and Officers may appoint a Voting Member in good standing to fill the vacancy until the next AGM. This does not apply to the position of Immediate Past President. This position remains vacant until the next AGM.

6.2.4 Meetings of the Board

6.2.4.1 The Board shall hold at least 8 meetings in each calendar year.

6.2.4.2 The President calls the meetings. In addition, the President must call a meeting if two Directors or Officers make a request in writing and state the business to be considered at the meeting.

6.2.4.3 A minimum of 7 days' notice for Board meetings shall be given to each Director and Officer. Notice shall be given by the President, and may be given in person, or by telephone, or by email.

- 6.2.4.4 The quorum for a Board meeting is 40% of the total number of elected Directors and Officers or a minimum of 5 elected Directors and Officers (whichever number is greater).
- 6.2.4.5 Each Director and Officer has 1 vote and the President does not have a second or deciding vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.2.4.6 Meetings of the Board are open to Members of MPCA, but only Directors and Officers may vote. A majority of the Directors present may require any other Members or any other persons present to leave the meeting so a matter may be discussed in camera.

6.2.5 Duties of the Officers of MPCA

6.2.5.1 The President:

- (a) supervises, coordinates, and mediates the business of the Board;
- (b) chairs all meetings of the Board, the Executive Committee and MPCA, when present and able to do so;
- (c) is the spokesman for MPCA;
- (d) is an ex-officio member of all Committees; and
- (e) carries out other duties as assigned by the Board.

6.2.5.2 The Vice-President:

- (a) chairs any meetings if the President is absent or unable to preside;
- (b) substitutes for the President at any function when requested to do so by the President;
- (c) ensures that any policies of insurance required by the Board are maintained in full force; and
- (d) carries out other duties as assigned by the Board.

6.2.5.3 The Secretary:

- (a) records accurate minutes of all meetings of the MPCA, the Board, and the Executive Committee, and distributes copies of the same to Board members;
- (b) makes sure that an accurate record is kept of the names and addresses of all Members of the MPCA;
- (c) is in charge of maintaining the Board's correspondence;
- (d) makes sure that all documents required by the Societies Act are filed in a timely fashion;
- (e) ensures that the required notices to the Members of the AGM and Special General Meeting are properly made; and
- (f) carries out other duties as assigned by the Board.

6.2.5.4 The Treasurer:

- (a) makes sure all funds paid to MPCA are deposited in a financial institution approved by the Board;
- (b) makes sure a detailed account of revenues and expenses is presented to the Board at its meetings;

- (c) makes sure an audited statement of the financial position of MPCA is prepared and presented to the AGM; and
- (d) carries out other duties as assigned by the Board.

6.2.5.5 The Past President:

- (a) shall serve as a resource person to provide continuity and stability; and
- (b) carries out other duties as assigned by the Board.

6.3 Committees

6.3.1 Committees are established and dissolved by the Board.

6.3.2 A Board Member shall sit on each Committee, but does not need to chair the Committee.

6.3.3 The chair of each Committee calls its meetings. Each Committee:

- (a) records minutes of its meetings;
- (b) distributes the minutes to the Committee members; and
- (c) provides reports to each Board meeting concerning the Committee's activities.

6.3.4 The Executive Committee

6.3.4.1 The Executive Committee consists of the Officers of MPCA. It is responsible for carrying out emergency and unusual business between Board meetings. It must report to the Board on any actions it takes.

ARTICLE 7: FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The fiscal year of MPCA ends on the last day of February in each year.

7.2 There must be an audit of the books, accounts and records of MPCA at least once each year. The audit shall be conducted by a qualified accountant who shall be approved at the AGM. At each AGM, the Treasurer shall present the audited financial statements of the previous fiscal year for review by the Members.

7.3 All cheques issued by MPCA shall be signed by the Treasurer and one additional Officer or by another person specifically authorized to do so by resolution of the Board.

7.4 MPCA may borrow or raise funds to meet its objectives or carry on operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.5 No Member or Director or Officer of MPCA may receive any payment for services rendered as a Member, Director, or Officer. A Member or Director or Officer may be reimbursed for reasonable expenses incurred while carrying out duties on behalf of MPCA.

7.6 Protection and Indemnity of Directors and Officers.

- 7.6.1 Each Director and Officer holds office with protection from MPCA. MPCA indemnifies each Director and Officer against all costs or charges that result from any act done in his role as Director or Officer. MPCA does not protect or indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.6.2 No Director or Officer is liable for the acts or omissions of any other Director, Officer, or employee. No Director or Officer is responsible or liable for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with MPCA. No Director or Officer is liable for any loss or damage due to an oversight or error in judgment, or by an act or omission in his role as Director or Officer, unless the act or omission is due to fraud, dishonesty, or bad faith.
- 7.6.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the auditor for MPCA. Directors and Officers are not liable for any loss or damage as a result of relying upon that statement or report.

ARTICLE 8: AMENDING BY-LAWS

- 8.1 These by-laws may be cancelled, altered, or added to by a Special Resolution at any AGM or Special General Meeting of MPCA.
- 8.2 Any amended by-laws take effect after approval of the Special Resolution and their acceptance by the corporate registry of the Province of Alberta.

ARTICLE 9: LIQUIDATION AND DISSOLUTION

- 9.1 MPCA does not pay any dividends or distribute its property among its Members.
- 9.2 If MPCA is dissolved, all assets and liabilities that are non-gaming related, become the property of The City of Calgary.
- 9.3 If MPCA is dissolved, all gaming proceeds remaining, will be disbursed to eligible charitable or religious groups or purposes.