



**BY-LAWS**  
**ROCKY RIDGE COMMUNITY ASSOCIATION**

**I BOUNDARIES**

1.01 The boundaries of the Society are to be known as:

North - City limits - 112 Ave N.W.

West - City limits - 12 Mile Coulee Rd. or 117 St. N.W.

South - Crowchild Tr. (west city limit - Rockyridge Rd.)

East - from Rockridge Rd. to Country Hills Blvd to new Stoney Tr. transportation utility corridor then to Country Hills Blvd. alignment which ties into north boundary.

**II MEMBERSHIP**

2.01 Membership fee, if any, in the Society shall be determined, from time to time, by the members at a general meeting. Any person residing within the said boundaries may become a member by payment of the fee and upon fulfillment of any other established membership requirement of the Society.

2.02 A member shall be considered to be in good standing if that person has satisfied the requirements for membership as established by the Society from time to time.

2.03 A member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary.

2.04 The membership shall be due and payable on \_\_\_\_\_ of each year. If fees are not paid within ninety (90) days of the date, the members in default shall thereupon cease to be members of the Society and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated, but that member may be re-admitted to membership by the Directors upon evidence as they consider satisfactory.

2.05 Any member upon a two-thirds (2/3) vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem advisable. A member who has been recommended for suspension shall be given notice by the Secretary of the Society at least one (1) week prior to the general meeting at which time said member shall have the opportunity to be heard or to submit a statement in writing.

2.06 Any member who has been suspended and declared to be not in good standing may upon application for reinstatement to the Society membership, be reinstated by a two-thirds (2/3) affirmative vote of the members in good standing.

2.07 Members may seek to resolve disputes, arising out of the affairs of the Society, through arbitration and the decision made shall be binding on all parties.

### III ASSOCIATION MEMBERSHIP

3.01 Any person not residing within the boundaries of the Society may become an associate member of the Society but that person shall not be entitled to vote at meetings nor to serve on the Board of Directors.

### IV BOARD OF DIRECTORS

4.01 The affairs of the Society shall be managed by a Board of not less than five (5) nor more than nine (9) Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Society. Each Director shall be elected to hold office until the annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected. The election shall be by a show of hands unless a ballot is demanded by any member.

4.02 The Board shall, subject to the By-Laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Society, and meetings of the Board shall be held as often as the business of the Society shall require, and at least once every month, and shall be called by the President. A special meeting may be called on the instructions of any two (2) members thereof, provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by fifteen (15) days' notice in writing mailed to each member or by seven (7) days' notice by telegram, telephone or faxphone. A simple majority shall constitute a quorum. Should there fail to be a quorum at any duly call meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors, otherwise such business shall be null and void.

4.03 No Board member or members shall take it upon themselves to commit the time, resources, or finances of the society, its Board of Directors or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.

4.04 Vacancies on the Board of Directors, however, caused so long as a quorum of Directors remains in office, may be filled by the Directors, if they shall see fit to do so, otherwise, such vacancies shall be filled at the next annual meeting of the members at which the Directors for the ensuring year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies. If the number of Directors is increased between the terms, vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.05 A Director ceases to be a Director when he/she ceases to be a member of the Society.

4.06 If any member of the Board of Directors shall resign his/her office, or without reasonable excuse absent him/herself from three (3) or more Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare his/her office vacated and may appoint a successor in his/her place to hold office until the next annual general meeting.

4.07 The Directors shall have the power by a vote of three-quarters (3/4) of those present to expel or suspend any member whose conduct shall have been determined by

the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the By-Laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

4.08 There shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine from time to time.

4.09 In the absence of the President, his/her duties may be performed by the First Vice-president and in his/her absence, shall be performed by the Second Vice-president and in his/her absence such other Directors as the Board may from time to time appoint for the purpose.

4.10 Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration of the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.11 Each Director of the society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executives, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any acts, deed, matter or thing whatsoever made, done or permitted by him/he or any other Director or Directors in or about the execution of his/her or their office, and also from and against all other costs, charges and expenses which he/she sustains or occurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

4.12 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

4.13 The members of the Board Shall receive no remuneration for acting as such and no Director or officer who is also a Director shall directly or indirectly receive any profit from his position as Director or officer. The activities of the Society are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used promoting their personal objectives. Such action would constitute violation of the By-Laws and jeopardize the status of the Director according to the aforementioned procedure.

4.14 The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the Objects of the Society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

## V EXECUTIVE COMMITTEE

5.01 The Officers of the society shall comprise the Executive Committee. The Executive Committee shall carry out the day-to-day administration of the affairs of the Society and the requirements of these By-laws within the constraints set from time to time by the Board of Directors. Meetings of the committee shall be held as often as the business of the Society shall require, an at least once every month, and shall be called by the President.

5.02 Officers - The Officers of the Society shall consist of:

President

First Vice-president

Second Vice-president

Secretary

Treasurer

Past President

5.03 President

The President shall, when present, preside at all meetings of the Society and shall be an ex-officio member of all committees and boards. The President shall prepare, with the Executive Director, all Executive and Board agendas. The President shall be the official spokesman for the Society and be the primary signing authority for same. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.

5.04 First Vice-president

The First Vice-president shall act as President in the absence of the President. He/she shall be responsible for the administration of the business of the Society.

5.05 Second Vice-president

The Second Vice-president shall act as President in the absence of the President and First Vice-president. He/she shall represent the Standing Committees on the Executive Committee.

5.06 Secretary

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which Seal, 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 a 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. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and Board. The Secretary shall cause to be kept a record of all the members of the Society and their addresses, cause to be sent all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, if any, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required.

5.07 Treasurer

The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank the Board may order. He/she shall promptly account for the funds of the Society and keep such books as may be directed.

He/she shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth, of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

5.08 Past President

The Past President shall provide continuity in the Board of Directors and shall act as Nominating Chairman in preparation for annual elections of the Board of Directors.

## VI STANDING COMMITTEES

6.01 The Standing Committees shall include, but not be limited to:

Finance Committee

Newsletter Committee

Resident Relations Committee

Membership Committee

Recreation Committee

Social Committee

Facilities Committee

Education Committee

Civic Affairs Committee

Developer Relations Committee

Planning & Development Committee

Environment Committee

They shall act to provide the Society with information, training and services necessary for the survival and growth of the Society. The Standing Committees shall recommend to the Board of Directors programs which will improve the services provided by the Society to their members.

## VII REMOVAL OF DIRECTORS

7.01 The members of the society may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the meeting elect any person in his/her stead for the remainder of his/her term. A Director who has been recommended for suspension shall be given notice by the Secretary of the Society at least one week prior to the general meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing.

## VIII FINANCE, ACCOUNTS AND AUDIT

8.01 The books accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the

annual meeting of the Society. The fiscal year of the Society shall end on a day in each year to be fixed by the Board of Directors.

8.02 All expenditures over \$200.00 must be approved by the Board of Directors but any expenditure may be approved by acceptance and approval of a budget by the Directors.

8.03 Operation accounts may be established for any committee or for routine operations of the Society to which the Directors may transfer funds or allow funds to remain for approved budget expenditures. All other funds to remain in the general account of the Society and any two of the following shall sign all the cheques on the general account with the provision that any cheque payable to the Executive Director shall not be signed by him/herself:

President

Vice-Presidents (2)

Treasurer

Executive Director

8.04 No money shall be borrowed by the Society except with the approval of special resolution of the members of the Society provided, however, that the Board of Directors may borrow such amount as it can show will be paid from the general revenues.

8.05 The President and Treasurer are authorized on behalf of the Society to assign securities or instruments held by the Society.

## IX INSPECTIONS

9.01 The books and records of the Society may be inspected by any member of the Society at the annual meeting provided or herein or at any time at the registered office of the Society 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. No person not being a member of the Society has any rights of inspecting any account or book or documents of the Society except as conferred by law or authorized by the Directors.

## X MEETINGS

10.01 The Annual General Meeting of the Society shall be held on or before November 30 of each year, of which meeting due notice shall be given to all members by letter to the last known address of each member, delivered in the mail 21 days previous to the meeting.

10.02 A special meeting shall be called by the President or Secretary upon receipt by him/her of a petition signed by one-third (1/3) of the members in good standing setting forth the reasons for calling such meeting, of which meeting due notice shall be given to all members to the last known address of each member, delivered in the mail 21 days previous to the meeting.

10.03 A quorum at any meeting shall consist of one third of the members in good standing.

10.04 The business of the Annual General Meeting shall include:

- i. The President's Report of the year's activities.

- ii. The Treasurer's Report and Audited Financial Statements.
  - iii. Election or appointment of Directors not including the immediate Past President for the ensuing term.
  - iv. Reports from the Standing Committees.
  - v. Appointment of qualified Auditor's for the ensuing year.
  - vi. Any other business of the Society except that no vote shall be taken upon any matter for which notice of a special resolution is required unless such notice has been given.
  - vii. The order of business of the Annual General Meeting shall be at the discretion of the Chairman of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Society shall precede the election of the Directors and the appointment of Auditors.
- 10.05 Regular or general meetings of the members of the Society shall be held at least three (3) times a year, notice of such meeting shall be by letter to the last known address of each member, delivered in the mail 21 days previous to the meeting.

## XI ELECTIONS AND VOTING

- 11.01 Elections for the Board of Directors of the Society shall be held at the Annual General Meeting.
- 11.02 The presiding executive shall, three (3) months prior to the Annual General Meeting, appoint a nominating committee consisting of two (2) members of the Board and the Past President, who shall act as Chairman of the nominating committee. The committee shall prepare a slate of nominations of Board members to be presented to the Board, prior to presentation at the Annual General Meeting (the "Slate of Nominations"). The nominating committee shall insure that the persons named on the Slate of Nominations fairly and accurately represent the diversity of the residents and the different forms of land ownership within the community. The Slate of Nominations shall be presented to the membership for voting. Nominations from the floor for position as a Director shall be accepted. The election will be by a show of hands unless a ballot is requested by any member.
- 11.03 Every member in good standing is entitled to one (1) vote.
- 11.04 In a poll votes may be given either personally or by proxy.
- 11.05 The Past President shall recommend the new President and they jointly shall recommend from the members of the Board the balance of the new Executive Directors. Such officers shall be elected by the Board of Directors from among their members at the first meeting of the Board after the annual election of the Board of Directors, provided that in default of such election the then incumbents being members of the Board, shall hold office until their successors are elected.

## XII NOTICES

- 12.01 Written notice or communications directed to the last known address of the accredited representative of record shall be deemed to have been received seven (7) days after the date of mailing excluding Saturdays, Sundays and Statutory Holidays.

12.02 No error or omission in giving notice of any annual general meeting, general meeting or special meeting invalidates the meeting or makes void any proceedings taken.

12.03 A member may at any time waive notice of any meeting except notice of a special resolution, and may confirm any proceedings taken.

### XIII ADJOURNMENT OF MEETINGS

13.01 Any meetings of the Society or of the Directors may be adjourned at any time and from time to time and business may be transacted at the adjourned meetings as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment.

### XIV ALTERATION OF BY-LAWS

14.01 The By-Laws of the Society will not be altered or added to except by a special resolution of the Society.

14.02 "Special Resolution" means:

- i. a resolution passed
  - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - (B) by the vote of not less than 75 of those members who, if entitled to do so, vote in person or by proxy.
- ii. a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
- iii. a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

### XV MINUTE BOOK

15.01 The Directors will ensure that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and promptly kept.

15.02 The Secretary or other officer directed by the Board of Directors will maintain, have charge of the Minute book of the Society and will records or cause to be recorded in it the Minutes of all proceedings of all meetings of members and Directors.

15.03 The Minute Book will contain the following information:

- (1) Certificate of Incorporation.
- (2) A copy of the Objects of the Society, and any special resolution altering the Objects.
- (3) A copy of the By-Laws and any special resolution altering the By-Laws.
- (4) Copies of originals of all documents, registers and resolutions required by law.
- (5) Copies of originals of all financial statements prepared by the auditor of the Society,
- (6) Copies of all other documents directed to be inserted into the Minute Book by the Board of Directors.



## XVI RULES OF ORDER

16.01 In the event of matters rising not covered by the By-Laws, rules will be applied as stated in "Roberts Rules of Order".

## XVII INTERPRETATION

17.01 In all the By-Laws of the Society the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

## XVIII EFFECTIVE DATE

18.01 Subject to its confirmation by the members in accordance with the Act, this Bylaw shall come into force on the date it is passed by the directors.

ENACTED by the Board of Directors the 7<sup>th</sup> day of January 1997

Director - Bill Scott  
Director - W.J. Siegrist  
Director - Nina Novak  
Director - Dave Thompson  
Director - Allan Baxter  
Witness - M.L. Cole

CONFIRMED by the Members in accordance with the Societies Act the 7<sup>th</sup> day of January 1997.

Director - Bill Scott  
Director - W.J. Siegrist  
Director - Nina Novak  
Director - Dave Thompson  
Director - Allan Baxter  
Witness - M.L. Cole