

BYLAWS

Legal Entity Name: Pelican Point Community Association

Legal Entity Type: Alberta Society

Registration Date: December 27, 1979

Alberta Corporate Access Number: 502124795

Mission Statement

The Pelican Point Community Association will operate with the purpose of enhancing the community of Pelican Point. The Association will not at any time operate for the financial gain of any one member or operate in any manner that has not been approved by the Board of Directors and or the membership of the Association.

ARTICLE 1

1.1 The name of the society is the Pelican Point Community Association

1.2 The Bylaws:

The following articles are set forth in the Bylaws of the Pelican Point Community Association. These bylaws were approved by a majority on _____ at the Annual General Meeting of the Association and replace all previous bylaws of this Association.

ARTICLE 2

2.1 Definitions

2.1.1 **Act** means the Societies Act of Alberta and Canada Not for Profit Act S.C. 2009 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

2.1.2 **Articles** means the original or restated articles of incorporation or articles of amendment of the corporation.

2.1.3 **By-Laws** means this by-law and any other by-law of the corporation, includes amendments.

2.1.4 **Meeting of members** includes an annual general meeting of members or a special meeting of members or directors.

2.1.5 **Resolution\ Motion** means a resolution\motion passed by a majority of not less than 51% of the votes cast on that resolution.

2.1.6 **Regulations** means the regulations made under the Act, as amended, restated in effect from time to time.

2.1.7 **PPCA** refers to Pelican Point Community Association in meeting minutes and other Association documents.

2.1.8 **AGM** means Annual General Meeting.

2.1.9 **Board** means the Board of Directors of this Society.

2.1.10 **Director** means any person elected or appointed to the Board of Directors.

2.1.11 **Member** means a member in good standing.

2.1.12 **Officers** means any Officers listed in Article 5.2

2.1.13 **Special Meeting** means a special meeting called as described in Articles 4.2

2.1.14 **Special Resolution** means:

a) A resolution passed at a General Meeting for the membership of this Association. Example proposed new and or amendments to the bylaws.

2.1.16 **Operations** means the activities and projects undertaken by the Association. Includes actions taken by the Board of Directors and or a member.

2.2 Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual.

ARTICLE 3 Memberships

3.1 Membership shall be open to any family unit or individual with a vested interest in Pelican Point. No person under the age of 18 years can hold a membership.

3.1.1 For the purposes of these articles, the family unit is defined as two adults.

3.2 Membership: one vote per membership

3.3 Membership Fees are to be paid annually and must be paid prior to the commencement of the AGM to be eligible to vote. Membership fees are set by the Board of Directors and may be changed at their discretion.

3.4 Rights and Privileges of Member

3.4.1 Any member in good standing is entitled to:

a) Receive notice of meeting of the Association.

b) Attend and speak at the Association meeting

c) Entitled to vote in the AGM.

3.4.2 Member in Good Standing

a) The Member has paid the annual membership as noted in Article 3.3

b) Adheres to the bylaws of the Association.

c) Follows the rules set forth by the Administor on the Association social media platforms

3.5 Suspension of Membership

3.5.1 Decision to Suspend Membership

The Board may suspend a member`s membership for a period to be determined by the Board, for one or more of the following reasons:

a) If the member had failed to abide by the Bylaws.

b) If the member has failed to abide by the rules of use of the Association social media platforms or has been found to be abusing the Association social platforms.

c) If the member has done anything judged by and voted on by the Board of Directors as harmful to the Association.

3.5.2 Notice to the Member

3.5.2.1 The affected member will receive written notice of the Boards intention to deal with the matter. The notice will state the reasons why suspension is being considered.

3.5.2.2 The member will have the oppportunity to appear before the Board to address the matter. The board may limit the time given to the member.

3.5.2.3 The Board may exclude the member from discussion of the matter including the deciding vote.

ARTICLE 4 – Meeting of the Association

4.1 The Annual General Meeting (**AGM**)

4.1.1 The Association holds its Annual General Meeting annually no later than July 1st. The Board set the place, time and date of the meeting.

4.1.2 Notice of the AGM: at least 10 business days (2 calendar weeks) prior to the date by the following methods: Printed posters, emails and posting on the PPCA`s social media platforms.

4.1.3 Agenda for the AGM will be made available prior to the AGM

The AGM deals with the following matters:

a) Adopting the agenda

b) Adopting minutes from previous meeting.

c) Adopting the minutes of the last AGM

c) Reviewing the financial statements, including the auditor`s report

d) Addressing any outstanding business from prior meeting

e) Election of the Board of Directors

f) Considering any new matter brought forth.

4.1.4 Quorum

Ten Members in attendance shall be the quorum in the order to conduct the business of the AGM.

4.2 Calling a Special Meeting

A special meeting may be called from time to time:

- a) Dealing with time sensitive matters.
- b) Written request by a director, the request must state the reason for the special meeting and the motion intended to be submitted at such meeting.

4.2.2 Notice of Special Meeting

Notice of a Special meeting: via message boards and or PPCA`s social media platforms with a minimum of 10 days` notice.

4.2.3 Agenda for Special Meeting

Only the matters set out in the notice will be considered during this meeting.

4.2.4 Procedure at the Special Meeting

Any special meeting has the same method of voting and same quorum requirements as the Annual General Meeting.

4.3 Procedure at the Annual General Meeting or Special Meeting

4.3.1 A majority of members and or the President / Vice Chair can request any nonmembers to leave.

4.3.2 Failure to Reach a Quorum

The President cancels the general meeting if a quorum is not present within 30 minutes after the time limit has been set. If cancelled, the meeting is to be rescheduled by the Board of Directors. If a quorum is not present at the second meeting, the meeting will proceed with the members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The President will chair every meeting of the Association. The Vice President chairs in the absence of the Chairman. If ever there are circumstance where neither President nor Vice President can attend the Directors` can appoint a person to chair the meeting.

4.3.4 Adjournment

4.3.4.1 The President may call for adjournment of any meeting with the consent of the members attending.

4.3.5 Voting

4.3.5.1 Each member in good standing has one vote. Member\Membership: see (Article 3.1.1 and Article 3.2) A show of hands decides every vote. The President is a voting member but should refrain from voting if\when his\her vote will affect the result. See 4.3.5.2

4.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is considered defeated.

4.3.5.3 A majority of the votes of the voting members present decides each issue and resolution.

4.3.5.4 The President declares the motion carried or lost. This statement is final and does not have to include the number of votes for and against.

ARTICLE 5 Board of Directors

5.1 Governance and Management of the Association

5.1.1 The Board of Directors governs and manages the affairs of the Association.

5.1.2 Powers and Duties of the Board

The Board has the power of Society, except as stated in the Societies Act. The powers of the Board include:

- a) Promote the Association as a whole.
- b) Maintaining and protecting the Association's assets.
- c) Paying all reasonable expenses for operating and managing the Association.
- d) Investing any extra monies.
- e) Making policies and procedures for managing the Association operations.

5.1.3 Composition of the Board

The Board consists of:

- a) A maximum of 12 directors, elected at the AGM from among the voting members.
- b) The Board can operate with a minimum of 8 directors.
- c) " Family unit " does not apply during the Board Meetings; each Director is entitled to vote at Board Meetings.

5.1.4 Election of the Board

The members present at the AGM will determine the number of Directors to be elected at the AGM, not to exceed the maximum of the elected Directors (12 is the maximum)

5.1.4.1 Newly Elected Director holds the office for a two-year term. After this term completed each Directors can let their name stand for re election at AGM for a one-year term. If after the President calls for nominations and or volunteers to serve on the Board and there are no replies, the current Board of Directors will remain status quo until the next AGM.

5.1.5 Resignation, Removal of a Director

5.1.5.1 Any Director including the President may resign from office by giving written notice. The resignation takes effect either at the end of the month stated on written notice or effective immediately depending on the cause.

5.1.5.2 Any member of the Board, without prior approval of the Board, misses 3 consecutive meetings will be dismissed from the Board of Directors.

5.1.5.3 Voting members may remove any Officer and Director before the end of the term of office only by Special resolution and Special meeting called by the voting members.

5.1.6 Meetings of the Board

5.1.6.1 The Board must hold at least 3 meetings each year including the AGM.

5.1.6.2 The President calls the meetings, with a minimum of 10 days' notice. The President also calls a meeting if any 2 Directors make a request and state the reason for calling the meeting.

5.1.6.3 A majority of the Directors' present at any Board meeting is a quorum.

5.1.6.4 If there is no quorum, the President adjourns the meeting to the following week, same time, and place. At least 4 Directors attending the second meeting would be quorum.

5.1.6.5 Each Director, including the President has one vote. If a director is unable to attend in person, they may vote electronically. For these bylaws electronically means via email, text message.

5.1.6.6 Meeting of the Board of Directors are considered closed to the membership, unless stated in the agenda that members at large will be attending and why they will be attending. Members at large attending these meetings are not entitled to vote.

5.1.6.7 All Directors agree to and sign a Special Resolution when called for.

5.1.6.8 The Board of Directors shall meet at least twice a year (spring and fall) in person and \or via on-line platform in unable to attend in person. Directors may also bring items up to discuss, and \or vote more frequently via email. These emails are to be summarized into one final email sent to the directors outlining item, who voted in which way and whether the motion passed. Secretary will add these discussions\motions to the Associations minutes.

5.1.6.9 Irregularities or errors made in good faith do not invalidate the acts carried out by any meeting of the Board.

5.2 Officers

5.2.1 The Officers of the Society are the President, Vice – President, Secretary and Treasurer.

5.2.2 The President, Vice President and Treasurer will be elected by the members at the AGM. These positions can only serve a maximum of 4 consecutive terms. Which includes any consecutive terms as a Director of Officer of the Board.

5.3 Duties of the Officers

5.3.1 President

- Supervises the affairs of the Board
- Chair all meetings of the Society
- Acts as spokesperson for the Society
- Carries out other duties assigned to the Board.

5.3.2 Vice President

- Presides at meetings in the President absence and replaces the President at various function when asked to do so by the President or the Board

5.3.3 Secretary

- Attends all meetings of the Society, the Board.
- Keeps accurate minutes of these meetings.
- Publish and post all minutes from meeting to Society's` social platforms.
- File all documents regarding any changes or amendment to the bylaws with Alberta Corporate Registry.
- Carries out other duties assigned by the Board.

5.3.4 Treasurer

- Make sure all monies paid to Society are deposited in a Financial Institution chosen by the Board.
- Make sure a detailed account of revenues and expenditure is presented to the Board as requested.
- Make sure an audited statement of the financial position of the Society is prepared and presented at the AGM.
- Files the annual return with Alberta Corporate Services.
- Keep documentation of all banking transactions.
- Carries out other duties assigned by the Board.

6 Execution of Documents

Contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any 2 officers or 2 directors. If documents are time sensitive, one Officer can sign only after the documents have been forwarded to Board. Contracts, obligations, and other instruments can be executed digitally. The Officer who signed the documents is responsible for providing Society with a copy. (pdf is considered a copy)

7 Banking Arrangements

The banking business of the Society shall be transacted at a bank, trust company or credit union as approved by the Board. The Banking business of the Society shall have appointed at least 3 Signing Officers. Signing Officers are as follows: President, Treasurer, and a director.

7.1 Signing Requirements

Only one signature of the named signing officers is required on banking transactions and or documents. Changing signing officers requires a resolution at either a Board meeting or at the AGM.

8. Finances

8.1The Treasurer shall keep proper financial records to be able to advise the Board of Directors at any time of the financial position of the Association.

8.1.2 The accounts of the Association shall be audited annually prior to the annual general meeting.

8.1.3 The fiscal year end of the Association shall be December 31.

8.1.4 The books and financial records of the Association may be inspected by a director at any time by appointment with the Treasurer.

8.1.5 Monthly detailed banking reports will be forwarded by the Treasurer to the Associations signing officers and or a Director as named by the Board to receive these reports.

9 Operations

9.1 Operations include all activities and projects approved by the Board or members.

9.1.2 Financial budget will be drafted by the Board as needed with each project or activity.

9.1.3 The Association is restricted regarding donation; no donation can exceed a \$1,000.00.

10 Dissolution of the Society

10.1 If the Society is dissolved any funds or assets remaining, after paying all debts, are to be donated to a local group or charity. A special resolution will be filed listing the distribution of assets.

