

Springbrook Community Association

Bylaws

Revised November 16, 2020

PURPOSE:

- a. To promote and preserve the well being of the Community of Springbrook, and
- b. To act on behalf of the Community of Springbrook in dealing with the County of Red Deer, Federal and Provincial government officials and/or other dealings with organizations that reflect the best interests of the Association members.

1. MEMBERS

- a. **Regular Voting Member-** regular voting members of the association are residents of Springbrook. Each household receives one vote per household. Regular membership ceases when members are no longer residents of Springbrook.
- b. **Honorary Member-** Are individuals who do not reside in Springbrook, but have connections to the community such as family or are former residents and continue to contribute to the association. These are non-voting members of the association.

2. MEETINGS OF THE MEMBERS

- a. The Association shall conduct an Annual General Meeting (AGM) not later than 6 months following the financial year end. The business to be conducted in the AGM shall include:
 - i. Election of Board Directors
 - ii. Review of financial statements
 - iii. Annual report to the membership
- b. Special meetings of the Members may be held if requested by the Board of Directors or upon written request of 15 members.
- c. 15 members of the association (Springbrook residents) constitute a quorum at the Annual General Meeting.

3. BOARD OF DIRECTORS

- a. A Board of Directors shall govern the business of the Association and consist of no more than 13 members.
- b. Any member of the Board of Directors must be a member of the Association and is elected at the AGM for a 2-year term.
- c. The Board of Directors will attempt, where possible, to fill director vacancies on an ongoing basis. New directors appointed by the board between AGM's will serve as full board members prior to ratification by the members at the next AGM.
- d. The duties of the Board of Directors include:
 - i. Governing the business of the Association including the management of funds;
 - ii. Following the bylaws of the Association;
 - iii. Obeying the law

- e. The Board of Directors may, by resolution passed by at least three fourths of the votes cast at a Board of Directors' meeting for which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the term of office for reasons as follows:
 - i. absence from three (3) consecutive meetings of the board or six (6) meetings per year, unless the reason for absence is acceptable to the Board
 - ii. just and reasonable cause, including being in contravention of the stated purposes of the organization in the articles and Bylaws of the Association.

Any Director so disqualified and removed from the Board of Directors shall have the right to appeal to the membership at the next annual general meeting.

4. FINANCIAL AFFAIRS

- a. The Board of Directors shall determine the fiscal year end of the Association.
- b. The Board of Directors shall maintain a financial policy that defines:
 - i. Acceptable institutions in which Association accounts may be held.
 - ii. The process to perform the annual audit.
- c. The books of the Association must be reviewed at least once each year prior to the Annual General Meeting.

5. OFFICERS – EXECUTIVE COMMITTEE

- a. The Board of Directors shall maintain an Executive Committee. The Board shall develop and maintain a policy defining the specific roles and responsibilities of the Executive Committee. Officer roles must include a President and a Treasurer. Additional officer positions may be defined from time to time in accordance with the policy. Officers shall be elected by and from the Members of the Board of Directors. The term of each position is 1 year.
- b. The Board of Directors may, by resolution passed by at least three fourths of the votes cast at a Board of Directors' meeting for which notice specifying the intention to pass such resolution has been given, remove any Officer from their Officer position before the expiration of the 1-year term, if the Officer is deemed to be failing to meet the requirements of the role.
- c. The duties of the Executive Committee will be defined within the policy described in 5(a). The minimum duties to be included in this policy are as follows:
 - i. To call and chair meetings of the Members and of the Board of Directors.
 - ii. To oversee any committee established by the Board of Directors.

6. MEETINGS OF BOARD OF DIRECTORS

- a. Regular meetings of the Board of Directors shall be held monthly at the discretion of the Executive Committee.
- b. One of the meetings of the Board of Directors shall be held no more than 21 days after the AGM of the Members, for the purpose of electing officers.
- c. Five Board of Directors at any meeting constitutes a quorum.

7. GENERAL PROVISIONS

- a. Officers and Directors of the Association exercising their powers and discharging their duties shall act in good faith in the best interests of the Association. No Director or Officer shall be liable for acts, receipts, or defaults of any other Director or Officer.
- b. The Association shall indemnify a Director, Officer, former Director or Officer heirs, volunteers for the association and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director of the Association if:
 - i. he/she acted honestly and in good faith with a view to the best interests of the Association and,
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was acting in accordance to SCA bylaws.
- c. The bylaws of the Association can only be changed by a special resolution. This special resolution must be passed:
 - i. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than 75% of those members.
 - iii. Changes to the bylaws do not come into effect until registered at Corporate Registry.
- d. The Association seal shall be kept in the possession of the Secretary.
- e. The Association does not pay any dividends or distribute its property among its Members. If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Association