

## **BY-LAWS OF WATER VALLEY COMMUNITY ASSOCIATION**

### **MEMBERSHIP**

1. . Membership fee, if any, in the society shall be determined, from time to time, by the members at a general meeting. The membership fee is due and payable on the first day of the year, in advance. Any person residing in Alberta, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides.

2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three months from when the fees were due and shall therefore be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all the members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

### **PRESIDENT**

3. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meeting of the society and of the Board. In his/her absence the Vice-President shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.

### **BOARD OF DIRECTORS**

4. Board of Directors, Executive Committee or Board shall mean the Board of Directors of the society.

5. The Board shall, subject to the bylaws 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, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members 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 ten days notice in writing by postal mail or email to each member or by three days notice by fax or telephone. Any four members shall constitute a quorum and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions of such meetings shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

### **SECRETARY**

8. 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 the 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 the Board.

9. The Secretary shall also keep a record of all the members of the society and their postal and email addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

### **TREASURER**

10. The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly 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 General Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the record of the society. The Office of the Secretary and Treasurer may be filled by one person if any General Meeting for the election of officers shall so decide.

### **AUDITING**

11. The books, accounts and records of the Secretary and Treasurer shall be audited at

least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the society. December 31<sup>st</sup> in each year shall be the end of the fiscal year of the society.

12. The books and records of the society may be inspected by any member of the society at the Annual General Meeting or at any time 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 and records.

### **GENERAL MEETINGS**

13. This society shall hold an Annual General Meeting on or before the 31<sup>st</sup> of March, of each year, of which notice in writing to the last known address of each member shall be delivered by postal mail or email ten days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, 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 calling such meeting. Any member in good standing shall be eligible to any office in the society.

14. General Meetings of the society may be called at any time by the Secretary under the instructions of the President or Board by notice in writing to the last known address of each member, delivered by postal mail or email eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered by postal mail or email ten days prior to the meeting.

15. Seven members in good standing shall constitute a quorum at any general meeting.

### **VOTING**

16. Any member who has not withdrawn from membership nor been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise. Voting will not be permitted by

society members at board meetings as voting rights fall solely to the executive at board meetings.

### **REMUNERATION**

17. Unless authorized at any meeting and after notice of same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

### **BORROWING POWERS**

18. For the purpose of carrying out its objects, the society 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 society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

### **BY-LAWS**

19. The by-laws may be rescinded, altered or added to by a “ Special Resolution” passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which one month’s written notice specifying the intention to propose the resolution as a special resolution has been duly given.