

DARTIQUE COMMUNITY ASSOCIATION

By-Laws

MEMBERSHIP

1. Any person residing in Alberta, and being of the full age of 18 years, may become a member upon payment of the non-refundable membership fee. A member may be an individual or family.
2. The annual membership fee in the Society shall be determined, from time to time, by the Board.
3. The membership year is 01 November to 31 October.
4. A member in good standing has paid the annual fee and has not been suspended or expelled.
5. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the President or Secretary.
6. The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any member for any cause which is deemed sufficient in the interests of the Society. This decision is final.
7. No member is, in his individual capacity, liable for any debt or liability of the Society.

BOARD OF DIRECTORS

8. Board of Directors, Executive Committee, or Board, shall mean the Board of Directors of the Society.
9. The Board of Directors shall be comprised of a President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer and a minimum of one (1) Director.
10. The Officers and Directors of the Society are the President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer and Director(s).
11. The Board shall, subject to the By-Laws or directions given it by majority vote of those present at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
12. Meetings of the Board shall be called by 5 days notice by telephone. Board members may waive notice.
13. A majority of Board Members, and not less than 4, 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 at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
14. 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.

15. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
16. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
17. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

PRESIDENT

18. The President is a member of the Executive Committee. The President supervises the affairs of the Board and shall be ex-officio a member of all committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President, or delegate, shall preside at any such meeting. The President acts as the spokesperson for the Society and carries out other duties assigned by the Board.

VICE-PRESIDENT

19. The Vice-President is a member of the Executive Committee. He/she shall replace the President at various functions when asked to do so by the President or the Board and shall carry out other duties assigned by the Board.

SECRETARY

20. The Secretary is a member of the Executive Committee. 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. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Secretary and approved of by the Board.
21. The Secretary shall also keep a record of all the members of the Society and their addresses, and post all notices of the various meetings as required.

TREASURER

22. The Treasurer is a member of the Executive Committee. He/she shall receive all monies paid to the Society and be responsible for the deposit of same in whatever bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall collect and receive the annual dues or assessments levied by the Society.
23. 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 records of the Society. The Treasurer shall carry out other duties assigned by the Board.
24. He/she shall file the annual return, changes in Directors of the Society, amendments in the By-Laws and other incorporating documents with the Corporate Registry and carry out other duties assigned by the Board.

25. The Office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of Officers shall so decide.

DIRECTORS

26. The Directors are members of the Executive Committee and shall attend all Board and general meetings of the Society as well as carry out other duties assigned to them by the Board.

AUDITING

27. 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. The fiscal year of the Society in each year shall be August 31st.
28. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the President and Treasurer. Each member of the Board shall at all times have access to such books and records.

MEETINGS

29. This Society shall hold an Annual General Meeting on or before December 31st each year, of which notice will be posted 21 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 a minimum of one (1) Director. 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.
30. Special General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President, following resolution of the Board of Directors setting forth the reasons for calling such meeting, which shall be by posted notice 21 days prior to the date of such meeting with the purpose or intent clearly stated.
31. A Special General Meeting shall be called by the President or Secretary at any time or 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 posted notice 21 days prior to the meeting with the purpose or intent clearly stated.
32. A Special Meeting of the Board may be called on the instructions of any two (2) members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
33. 10% of current membership shall constitute a quorum at any general meeting.

VOTING

34. Any member in good standing 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.
35. Each member (individual or family) will be entitled to one (1) vote.

REMUNERATION

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

BORROWING POWERS

37. 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 Special Resolution of the Society.

BY-LAWS

38. The By-Laws may be rescinded, altered or added to by a Special Resolution as described in the Societies Act.
39. Any changes to the By-Laws of the Society must be sent annually to Corporate Registries with a copy of the Special Resolution form.

DISSOLUTION

40. The Society may be dissolved following Special Resolution by the members of the Society.
41. The Society will not pay any dividends or distribute its property among its members.
42. All remaining funds or assets remaining at dissolution, after paying all debts or liabilities, shall be dispersed to registered and incorporated charitable organizations within the Westbrook Community such as Friends of Westbrook.