

SCENIC ACRES COMMUNITY ASSOCIATION



BYLAWS

Revised 2025

I hereby certify that the following special resolution was passed at the Annual General Meeting of the members of the Scenic Acres Community Association on May 8, 2025.

The Bylaws were changed as follows:

The existing Bylaws are repealed.
They are replaced by the attached Bylaws.

Date: _____

Signature: _____

Name/Title: _____

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ARTICLE 1 – PREAMBLE

1.1 The Association

The name of the Association is the Scenic Acres Community Association, which may also be known or referred to as SACA or the Association.

1.2 The Bylaws

The following articles set forth the Bylaws of the Scenic Acres Community Association.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or

- any statute substituted for it;
- 2.1.2 Affiliate means another organization working in the Community to provide programs and services complimentary to the Association that requires membership in SACA.
- 2.1.3 Annual General Meeting, also known as 'AGM', means the Annual General Meeting described in Article 4.1;
- 2.1.4 Board means the Board of Directors of the Association that includes Officers and Directors;
- 2.1.5 Budget means the Association's annual funding requirements;
- 2.1.6 Business Plan means the Association's established goals, activities and intentions for the fiscal year;
- 2.1.7 Bylaws mean the Bylaws of this Association as amended from time to time;
- 2.1.8 Core Portfolio means a key area of the Association that requires Director governance;
- 2.1.9 Director means any person elected or appointed to the Board;
- 2.1.10 Executive means the positions of President, Vice President, Treasurer and Secretary;
- 2.1.11 General Meeting means the Annual General Meeting and Special General Meeting;
- 2.1.12 Good Standing is defined as a Member who meets all of the following criteria:
- a. Is 18 years of age or older;
 - b. Maintains a primary residence with the established boundaries of our community;
 - c. Has paid the required annual dues and other required fees in full and on time;
 - d. Has not been expelled from membership.
- 2.1.13 Mail means letter, hand delivered notice or flyer, facsimile, e-mail, or sign board prominently displayed to the membership;
- 2.1.14 Member means a Member of the Association in good standing;
- 2.1.15 Notice
- a. Formal communication from the Board of Directors to the membership.
 - b. Formal communication from the President to the Officers and Directors or the Chairperson of a Committee authorized by the Board.
- 2.1.16 Officers - The Officers of the Association are the President, Vice-President, Secretary, and Treasurer
- 2.1.17 Proxy means the authority or power given by one voting Member to another voting Member;
- 2.1.18 Registered Office means the physical office for the Association. It is the location where the Association originates, receives and retains all forms of written and electronic correspondence. The Registered Office of the Association is located in Calgary, Alberta at 8825 Scurfield Dr. NW and all Association correspondence should reference and be directed to this

location. Another place may be established at the Annual General Meeting or by resolution of the Board;

2.1.19 Register of Members means the record retained by the Secretary on behalf of the Association containing the pertinent details of the Members.

2.1.20 Special Meeting means Special General Meeting described in Article 4.2.

2.1.21 Special Resolution means a resolution:

- a. Passed at a General Meeting of the membership of the Association. There must be at least twenty-one (21) days notice provided for this meeting. The Notice must state proposed resolutions. There must be approval by a vote of 75% of the votes cast by Members eligible and attending the meeting;
- b. Proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days notice. All the Voting Members eligible and vote at the General Meeting must agree; or
- c. Affirmed in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting or by proxy or by an in-person voting process established by the Association.

2.1.22 Voting Member means a Member entitled to vote at the meetings of the Association;

2.2 Interpretation

The following rules must be applied to interpret these Bylaws:

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa;

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws;

2.2.4 These Bylaws must be interpreted with Board authority, and in the best interests of the Association.

ARTICLE 3 – MEMBERSHIP

3.1 Community Boundaries

The boundaries of the Scenic Acres Community Association are:

- Crowchild Trail N.W. on the North;
- North Bank of the Bow River on the South;
- Nose Hill Drive N.W. on the East;
- Stoney Trail N.W. on the West.

3.2 Classification of Members

3.2.1 There are three categories of members:

- a. Regular Member;
- b. Senior Member;
- c. Associate Member.

3.2.2 Regular Member

Any person residing within the Scenic Acres Community Association boundaries who has satisfied the membership admission requirements described in paragraph 3.3. Voting rights are described in Section 4.3.4. A Regular/Senior Membership includes all individuals in one household;

3.2.3 Senior Member

Any person residing within the Scenic Acres Community Association boundaries who is 55 years of age or older and has satisfied the membership admission requirements described in paragraph 3.3. Voting rights are described in Section 4.3.4. A Senior membership includes one individual only;

3.2.4 Associate Member

Any person residing outside the Scenic Acres Community Association boundaries who wants to participate in an Association-sponsored program, and who has satisfied the membership admission requirements, other than residency, described in paragraph 3.3. An Associate Senior Member is 55 years of age or older. An Associate/Associate Senior Member is not a Voting Member;

3.3 Admission of Members

3.3.1 An individual who is 18 years of age or older and resides within the community boundaries may become a Member by completing the application form and paying associated fees;

3.3.2 Individuals who have been expelled may apply for re-instatement one calendar year after the effective date of being expelled. The Board will review these situations on a case-by-case basis considering evidence that reasons for expulsion no longer exist.

3.4 Membership Fees

3.4.1 Membership fees are determined by the Board;

3.4.2 The fees are established for a 12-month period commencing on a date determined by the Board. Membership fees are not pro-rated.

3.5 Member in Good Standing with Rights and Obligations

3.5.1 A Member in good standing is entitled to:

- a. Attend meetings of the Association;
- b. Examine the articles, bylaws and minutes and audited financial records of the Association subject to Board discretion and protection of members' personal information;

3.5.2 A Member in good standing is expected to:

- a. Comply with these Bylaws and related policies and procedures set forth by the Association;
- b. Be current with membership dues payment;
- c. Comply with the terms of membership;
- d. Provide the Association with all the information required for the Register of Members;
- e. Comply with use of information rules for the Record of Members.

Specifically, a Member's personal information can only be used for purposes relating to the affairs of the Association, unless that Member gives written permission for other purposes.

3.6 Voting Members

- 3.6.1 Regular/Senior Members who are in good standing can vote at meetings of the Association;
- 3.6.2 A membership must be valid 30 days before the date of the AGM;
- 3.6.3 A Voting Member is entitled to one (1) vote at a General Meeting of the Association;
- 3.6.4 A maximum of one (1) vote is permitted per membership.

3.7 Expulsion of Members

- 3.7.1. The Board may expel a Member who:
 - a. Fails to comply with the Bylaws;
 - b. Discredits the Association;
 - c. Disrupts meetings or functions of the Association; or
 - d. Has engaged in conduct that the Board determines, after due consideration, to be detrimental to the Association's interests or reputation
- 3.7.2 Expulsion Notice to the Member
 - a. The Member being considered for expulsion will receive two (2) weeks' notice of the Board's intention to consider the Member's expulsion;
 - b. The Notice will be sent by mail to the last known address of the Member shown in the Association's Register of Members, stating the reason(s) why expulsion is being considered.
- 3.7.3 Expulsion Decision of the Board
 - a. The Member will have an opportunity to appear before the Executive to address the matter. Another person may be permitted to accompany the Member as an advisor or interpreter only;
 - b. The Executive govern the proceedings of the meeting and render a final decision on the expulsion decision. There is no appeal process;
 - c. The expulsion is in effect for at least one calendar year and will cease if the requirements of 3.3.2 are met;
 - d. In the event there is more than one family member listed on the current membership record all are considered expelled.

3.8 Termination of Membership

- 3.8.1 Membership may be terminated by:
 - a. Resignation;
 - b. Death;
 - c. Deemed withdrawal; or
 - d. Expulsion.
- 3.8.2 Resignation
 - a. Any Member may resign from the Association by providing written notice to the Secretary or the President of the Association;

- b. Once the notice is received the Member's name is removed from the Register of Members. There is no refund of the membership fee.

3.8.3 Death

- a. The membership of an individual ends on the Member's death;
- b. Membership will remain with the deceased member's family;
- c. A proxy made by the deceased Member is invalid as of the date of the Member's death.

3.8.4 Deemed Withdrawal

- a. If a Member moves outside the Community boundaries, the Member is deemed to have submitted a letter of resignation effective the date of the move;
- b. A proxy made by this Member is invalid as of the date of the Member's ineligibility to be a Member.
- c. Membership dues are in arrears by 6 months.

3.9 Continued Liability of Members

Although a Member ceases to be a Member by death, resignation or otherwise as described in paragraph 3.8, the Member is liable for any debts owing to the Association at the date they ceased to be a Member.

3.10 Limitation on the Liability of Members

No Member is, in the Member's individual capacity, liable for a debt or liability of the Association.

ARTICLE 4 – MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting

- 4.1.1 The Association holds its Annual General Meeting in Calgary, Alberta, within six months of the end of the fiscal year, and no later than June 30th. The Board sets the place, day and time of the meeting;
- 4.1.2 The Secretary will notify all Members by mail at least twenty-one (21) days before the Annual General Meeting, of the place, date and time of the Annual General Meeting;
- 4.1.3 The Notice does not need to detail matters of ordinary business;
- 4.1.4 The Notice shall detail any business requiring a Special Resolution;
- 4.1.5 Any Regular/Senior Member who wishes the Members to consider a matter or proposal, which requires a Special Resolution, must submit a request in writing to the Secretary at least twenty-five (25) days before the meeting. This request shall identify the Regular/Senior Member who will move the motion, the Regular/Senior Member who will second it, and the supporting rationale or purpose for the motion. The Secretary shall meet with the Regular/Senior Members involved to prepare the precise wording of the Special Resolution to be included in the meeting Notice. An addendum notification will be sent the Members;

- 4.1.6 Agenda for the Annual General Meeting. All matters dealt with at the Annual General Meeting are special business requiring approval by Special Resolution except the following, which are matters of ordinary business:
- Adopting the agenda;
 - Adopting the minutes of the previous Annual General Meeting;
 - Considering the President's report;
 - Considering Officers' and Directors' reports;
 - Reviewing the Association's financial statements and auditor's report;
 - Appointing the Auditor(s);
 - Electing Officers and Directors.
 - Considering matters specified in the meeting notice.
- 4.1.7 Attendance by seven (7) members of the Association is a Quorum for the Annual General Meeting;
- 4.1.8 The Presiding Officer will cancel the Annual General Meeting if a Quorum is not present within one-half (1/2) hour after the set time. A cancelled meeting will be rescheduled at a convenient time within six (6) weeks. The Secretary will provide a Notice of the date, time and place of the rescheduled meeting by the most practical method available. If a Quorum is not present within one-half (1/2) hour after the set time of the rescheduled meeting, the meeting will proceed with the Members in attendance;

4.2 Special General Meeting of the Association

- 4.2.1 A Special General Meeting may be called at any time through a:
- Resolution from the Board of Directors; or
 - Written request of at least four (4) Officers and Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted; or
 - Written request of at least 250 Voting Members of the Association. The request must state the reason for the Special General Meeting. If a Special Resolution is to be made, the written request must identify the Regular/Senior Member who will move the motion, the Regular/Senior Member who will second the motion and the purpose of the motion(s).
- 4.2.2 Notice for a Special General Meeting.
The Secretary provides a Notice by mail to each Member at least twenty-one (21) days before the Special General Meeting. This Notice states the place, date, time and purpose of the Special General Meeting;
- 4.2.3 Agenda for Special General Meeting.
- Only the matter(s) set out in the Notice for the Special General Meeting are considered at the Special General Meeting;
 - The removal of an Officer or Director by the membership is special business requiring a Special Resolution by the membership at either a Special General Meeting or an Annual General Meeting;
- 4.2.4 Any Special General Meeting has the same quorum requirements as the Annual General Meeting.

4.3 Annual General Meeting and Special General Meeting Procedures

4.3.1 Attendance

All in attendance must sign in at the door in order to attend the Meeting.

- a. Annual General Meetings are open to the public. A majority of the Members present may ask any persons who are not Members to leave;
- b. Only Voting Members are permitted to speak at Annual General Meetings;
- c. Only Voting Members may attend a Special General Meeting.

4.3.2 Presiding Officer

- a. The President chairs the Annual General Meeting and Special General Meeting. The Vice-President chairs in the absence of the President. The Treasurer chairs in the absence of the President and the Vice-President;
- b. If neither the President, nor the Vice-President, nor Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Directors first or one of the Members second in attendance to chair by nomination and majority vote;
- c. If in the case of a General Meeting, the Presiding Officer is conflicted with respect to the meeting agenda, an independent party will be appointed before the meeting by the remaining Directors not conflicted.

4.3.3 Recorder

The Secretary will record minutes of the Meeting; if in the absence of the Secretary, the Board will appoint one (1) Director to record minutes.

4.3.4 Adjournment

- a. The Presiding Officer may adjourn an Annual General Meeting or a Special General Meeting with the consent of the Members at the meeting. If the General Meeting needs to be reconvened it will only conduct unfinished business and only consider votes related to special resolution items previously identified in the agenda;
- b. No formal Notice is necessary if the General Meeting is adjourned for less than thirty (30) days but informal communication may be sent as a reminder to the members;
- c. The Association must give notice when the General Meeting is adjourned for thirty (30) days or more. Notices must be issued in the same manner and form as the original General Meeting.

4.3.5 Voting

Voting Members are those who have held a membership at least 30 days before the Annual General Meeting.

- a. A show of hands is used for each vote at every Annual General Meeting and Special General Meeting. A maximum of one (1) vote is permitted per household consisting of a Regular/Senior Membership. If two (2) Seniors, each holding a Senior Membership, reside in the same house they are only entitled to one vote;
- b. Proxy voting is permitted and must be in writing, given to the Secretary at least one week before the meeting to which it pertains and clearly identify the holder of the proxy. The proxy should clearly state the

Member's voting direction on specific issues and resolutions. The proxy is automatically cancelled if the Member ceases to be a Member. The Member may cancel a proxy in writing at any time. Proxy voting does not count towards Quorum;

- c. Five (5) Voting Members may request a written ballot vote. In such cases, the Presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the meeting. Ballots must be destroyed after the count;
- d. An appointed, independent Scrutinizer may be chosen by the Presiding Officer to supervise the vote. The Scrutinizer has no voting privileges.
- e. Members may withdraw their request for a ballot;
- f. The Presiding Officer does not have a vote except in the case of a tie. In a tie situation they may cast a vote to provide an outcome.
- g. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution;
- h. Each issue deemed to be a 'Special Resolution' requires a seventy-five (75%) percent majority;
- i. The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution;

4.4 Failure to Give Notice of Meeting

4.4.1 An Annual General Meeting or a Special General Meeting is not invalid due to:

- a. accidental omission to give any Notice to a specific Member;
- b. a Member not receiving a Notice; or
- c. an error in a Notice that does not affect the purpose of the meeting.

4.5 Written Resolution of All the Voting Members

4.5.1 All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting or Special General Meeting as long as it is passed unanimously by all registered Voting Members. The resolution can be subject to audit for validity before final acceptance. In this case, it is not necessary to give Notice or to call a Special General Meeting. The date on the resolution is the date it is passed. These resolutions will normally be extraordinary in nature, only arising when the Members wish to pass a resolution on a subject normally requiring a special resolution.

ARTICLE 5 – THE GOVERNANCE OF THE ASSOCIATION

5.1 Governance and Management of the Association

5.1.1 The Board functions with a Management Board structure meaning the Association's business is managed by the Board but it delegates daily

operations to the Operations Manager. The Board exercises the powers of the Association, provides governance to operations, and develops policies that meet Association needs; the Board develops procedures to manage its activities; the Board manages all issues and takes action for all Association activities that don't require authorization from Members in a General Meeting;

- 5.1.2 The Board governs and manages the affairs of the Association subject to the Societies Act, the Articles of Incorporation, and these Bylaws;
- 5.1.3 Each Officer and Director is expected to assume specific responsibilities. Collectively, Officers and Directors actively manage the affairs of the Association as the Board and as members of identified Committees;
- 5.1.4 The Operations Manager handles daily operations associated with Association assets and may hire staff and procure resources accordingly. The Executive provides guidance to the Operations Manager as required and acts in an intermediary capacity between the Operations Manager and the Board.

5.2 Powers and Duties of the Board representing the Association

- 5.2.1 The authorities and duties of the Board include:
 - a. Promoting Association objectives;
 - b. Advocating on behalf of the Community with all levels of government;
 - c. Establishing Bylaws, Board Policies and Procedures;
 - d. Formulating the annual Business Plan and Budget;
 - e. Managing the business and finances of the Association;
 - f. Protecting the interests of the Association;
 - g. Delegating powers and duties to the Executive or the Operations Manager;
 - h. Complying with all fiduciary duties of the Association.

5.3 Election of the Officers and Directors

- 5.3.1 The Board should consist of not less than three (3) but no more than fifteen (15) Officers and Directors. Officers and Directors are elected from among the Voting Members at an Annual General Meeting or appointed by a two thirds (66%) vote of Officers and Directors at a regular Board meeting then confirmed by the Voting Members at an Annual General Meeting. Individuals nominated for election may be required to provide references to validate experience and character.
- 5.3.2 Board elections and terms are as follows:
 - a. Officers and Directors are elected at an Annual General Meeting for a period of two (2) years.
 - b. Officers and Directors may be elected for a maximum of three (3) consecutive terms. After serving a third consecutive term, a Board Member shall either step down for at least one (1) year or switch to a different portfolio unless the Board passes a special resolution to keep them in their portfolio at a General Meeting;

- c. The immediate Past President is an ex-officio member of the Board and normally serves for one (1) year in this role in order to assist with transition.

5.4 Resignation, Death, Cessation or Removal of a Director

- 5.4.1 An Officer or Director may resign from office by giving notice.
- 5.4.2 The Board of Directors may remove any Officer or Director before the end of the incumbent's term by a two-thirds (66%) vote based on the conditions outlined in 3.8 or if the Officer and director fails to engage in the affairs of the Board or Association as duly elected or if the Director fails to assume a portfolio or initiative or if the Officer or Director fails to disclose an ethical issue that may compromise their effectiveness in the affairs of the Association or if the Officer or Director is absent from three (3) consecutive meetings of the Board without reasonable excuse;
- 5.4.3 Voting Members may remove any Officer or Director before the end of the incumbent's term by a Special Resolution at a Special General Meeting called for this purpose;
- 5.4.4 If there is a vacancy on the Board, the remaining Officers and Directors may appoint an Officer or Director or Member to fill that vacancy by two-thirds (66%) vote;
- 5.4.5 These rules do not apply to the position of Immediate Past President. This position is vacant until a new President is elected.

5.5 Meetings of the Board

- 5.5.1 The Board of Directors will meet at such times as the President may determine but not less than eight (8) times per year. Regular meetings are generally scheduled for the full year;
- 5.5.2 The President calls all meetings. The President calls a meeting if any two (2) Officers and Directors make a request in writing and state the business for the meeting. The President acts as Chair. If the President is not present, the Vice President acts as Chair and if they both are not present, the remaining Officers and Directors appoint a Director as Chair;
- 5.5.3 Fifty percent (50%) of serving Officers and Directors present at any Board meeting is a Quorum;
- 5.5.4 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least three (3) Officers and Directors present at this later meeting is a Quorum;
- 5.5.5 Each voting Officer and Director including the President has one (1) vote. A show of hands decides every vote;
- 5.5.6 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 defeated;
- 5.5.7 Officers and Directors must declare any personal or business conflict of interest, and cannot participate in any discussion or vote on any issue for which a conflict of interest exists;
- 5.5.8 Officers and Directors must be present, in-person or virtually, in order to participate in a Board Meeting;

- 5.5.9 Meetings of the Board are open to Members of the Association and others responsible to present an agenda topic, but only Officers and Directors may vote. A majority of the Officers and Directors present may ask any Member(s), or other persons present to leave. The Board can use their discretion and both (a) go in-camera and excuse people temporarily, and (b) ask any non-board member to leave indefinitely;
- 5.5.10 All Directors may agree to and sign a confidentiality resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution was the date it was passed.
- 5.5.11 A meeting of the Board may be held virtually. Directors who participate virtually are considered present for the meeting if they can actively participate and vote.
- 5.5.12 The Board can approve other individuals attending a board meeting based on a simple majority.
- 5.5.13 The Operations Manager provides updates to the Board at regular meetings and highlights issues needing resolution from the Board. The Operations Manager executes the directives of the Board and disseminates information as appropriate to employees, the Association and users of Association assets. The Operations Manager is required to attend Board meetings but is not a member of the Board.

5.6 Standing Committee - Executive

- 5.6.1 The Executive carries out the administration of the affairs of the Association within the requirements of these Bylaws. It is responsible for the direction and priorities of the Board. The Executive acts for the Board between meetings. Meetings of the Executive are held as often as the business of the Association requires it. All decisions of the Executive Committee are subject to ratification by the Board at its next meeting.
- 5.6.2 Authorities and Responsibilities of the Executive Committee
- a. The President and/or Vice President preside at all meetings and is an ex officio member of all Committees and Boards except the Nominating Committee. The President coordinates the overall functioning of the Board and delegates action items accordingly. The President is the official spokesperson for the Association;
 - b. The Vice-President, with the assistance of the Treasurer, is responsible for development of the annual business plan and budget.
 - c. The Treasurer is responsible for all financial activity, accounting, controls, financial investigations and reporting to the Board, the Association and external authorities;
 - d. The Secretary is responsible for Board and Association meeting agendas, action item registry and minutes. The Secretary has charge of all records of the Association.

5.7 Standing Committee – Finance and Audit

5.7.1 The purpose of the Finance Committee is to establish the annual Business Plan and Budget and to review regular reporting for accuracy and integrity. It arranges the annual audit of the books and reports on the year's activities at the Annual General Meeting. It consists of the Vice President, Treasurer, and Operations Manager and appropriate staff member.

5.8 Standing Committee - Nominating

5.8.1 The purpose of the Nominating Committee is to develop and maintain a succession plan for Board members and determine the slate of candidates to be considered for election at the Annual General Meeting. It consists of the President, Secretary, and another Director and can include a non-board member.

5.9 Standing Committee – Officers and Directors Evaluation

5.9.1 The President and Vice President will establish individual performance measures for the coming year and assess the contribution of the Officers and Directors after yearend. Feedback should be provided at least once annually but as required with opportunity for individual Officers and Directors to provide self-assessment and Board assessment. The President and Vice President should establish an assessment session annually for themselves and the Board, providing opportunity through anonymous feedback.

ARTICLE 6 –MANAGEMENT GOVERNANCE**6.1 Strategic and Business Plan Annual Review and Formulation**

As a requirement of the City of Calgary, the SACA Board must establish a Business Plan for the forthcoming fiscal year. The Association Strategic Plan should be reviewed annually for revisions, progress, and planning purposes.

6.2 Finance and Auditing

There must be an annual financial audit of the Association.

6.3 Seal of the Association

The Seal of the Association is used to formally authorize documents, contracts and other deeds approved by the Association and is used with the authority of the Officers and kept in the care of the Operations Manager.

6.4 Conflict of Interest

Conflict of Interest can be defined as a situation that has the potential to undermine or appear to undermine the impartiality of a person as a result of the possibility of

a clash between the person's self-interest with professional interest or public interest. The Director must bring the situation to the President or another Executive member in timely fashion for further assessment; not make the assessment alone or not take action until the circumstance is clarified and appropriate response determined. Furthermore, policies and procedures regarding conflict of interest will determine how situations are assessed, outcomes determined, and process upheld to ensure individuals sitting in a conflict (or not) will be impacted during Board decision making processes. Failure to notify the Board of any conflict situations could lead to expulsion from the Board at a minimum.

6.5 Borrowing Authority

- 6.5.1 With the approval of the Members via a Special Resolution at a General Meeting, the Association may borrow funds to meet its objectives and operations. The proposal will include all details necessary for the Members to make an informed decision, including a statement that the loan can be repaid with priority out of anticipated revenues. This course of action should only be considered to resolve a short-term, unique situation. It should not be used to fund normal business plan operations;
- 6.5.2 The Board may raise funds and apply for grants for programs, facility, and site development.

6.6 Remuneration

- 6.6.1 Officers and Directors are not eligible for remuneration and perform duties on a voluntary basis. Officers and Directors do not enjoy any financial benefit or gain in the performance of duties. Officers and Directors may be reimbursed for out-of-pocket expenses that have been pre-approved;
- 6.6.2 The Board of Directors approves staff compensation annually in conjunction with the Budget cycle considering resourcing needs to execute the Business Plan, individual performance, cost-of-living changes and benchmark information for like roles.

6.7 Protection and Indemnity of the Directors and Officers

- 6.7.1 Each Officer and Director holds office with protection from the Association. The Association indemnifies each Officer and Director against all costs or charges that result from any act done representing the Association. The Association does not protect any Officer and Director from acts of fraud, dishonesty, or bad faith;
- 6.7.2 An Officer or Director is not liable for the acts of any other Officer or Director or employee or for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. An Officer or Director is not liable for any loss due to an oversight or error in judgment or action taken based on errors in reporting.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 Amending the Bylaws

These Bylaws may be cancelled, altered or added to by a Special Resolution receiving a seventy-five (75%) majority of those present at an Annual General Meeting of the Association or a General Meeting.

7.2 Filing the Amended Bylaws

The amended bylaws take effect after they have been accepted by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

8.1 Disbursing Assets of the Association

The Association does not pay any dividends or distribute its property among its Members.

8.1.1 In the event the Regular/Senior Members determine the Association should be dissolved, the dissolution decision will be achieved by a Special Resolution at a General Meeting.

8.1.2 Funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming, Liquor, and Cannabis Commission Board;

8.1.3 Any funds held in accounts other than the Gaming Account or Consolidated Gaming account and assets not purchased with gaming proceeds, will, after paying off all debts, be distributed to an Alberta registered charitable organization with approval from the Canada Revenue Agency.

8.1.4 Members will select the organization for distribution of assets or funds by Special Resolution at the meeting where it is decided to dissolve the Association.

8.1.5 The Association assets shall not be distributed to any Member.