

BRAGG CREEK COMMUNITY ASSOCIATION BY-LAWS

ARTICLE 1: PREAMBLE

1. The name of the Association shall be the *Bragg Creek Community Association* (hereinafter “**Association**”).
2. The following articles set forth the *Bragg Creek Community Association Bylaws* (hereinafter “**Bylaws**”).

ARTICLE 2: INTERPRETATION

In these Bylaws:

1. “Board of Directors” – means the Board of Directors of the Association and is comprised of Officers and Directors at Large (hereinafter the “**Board**”).
2. “Board Meetings” - includes all General Board Meetings, Special Meetings, Annual General Meetings, and Executive Meetings of the Board.
3. “In Camera Meeting” – means a meeting of the Board or a Committee or a portion thereof which Members and the general public may not attend due to the confidentiality of matters discussed therein.
4. “Committee” – means a group of Members established by the Board to facilitate certain tasks and to which the Board has delegated specific powers.
5. “Director at Large” - means an individual elected to act and vote on the Board and empowered to administer the Board’s affairs on behalf of its Members (“hereinafter “**Director**”).
6. “Employee” – means an individual hired and remunerated by the Board to assist the Board in carrying out its functions.
7. “Ex-Officio Board Member” – means an individual appointed to the Board by virtue of his or her past office or position who has the same powers as a Director.
8. “Member” – means an individual who has an annual membership in the Association and is considered to be in good standing in accordance with the Bylaws and in the opinion of the Board.
9. “Officer” – means an individual elected to a specific office to act and vote on the Board and empowered to administer the Board’s affairs on behalf

of its Members. Offices of the Board include the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and Immediate Past President.

10. "Open Meeting" – means a meeting of the Board or a Committee or a portion thereof at which Members and the general public may attend.
11. "Policies and Procedures" – mean the principles which guide the Board, its Employees, and Representatives in managing the affairs and business of the Association. The Policies and Procedures may be amended from time to time at the discretion of the Board and updates shall be provided to Members on a timely basis.
12. "Representative" – mean an individual or Committee to whom the Board has delegated specific powers.

ARTICLE 3: GOVERNANCE AND POWERS

1. The Association is a democratic organization that is administered by the Board.
2. Subject to all applicable laws, the Board shall have the power to manage the activities of the Association and to make and implement policies it considers necessary to carry out its functions.
3. The Board may delegate specific powers to its Representatives.
4. The Board shall ensure that each Member has a reasonable opportunity to express his or her views for consideration.
5. All meetings of the Association shall be governed by *Roberts' Rules of Order* unless the Rules conflict with the Bylaws in which case the Bylaws shall govern.

ARTICLE 4: MEMBERSHIP

1. Membership in the Association is available to any individual or family with an interest in the affairs of the community of Bragg Creek.
2. The Board may specify categories of membership and shall rule on all questions of interpretation of membership.
3. An Employee may be a Member but may not hold a position on the Board.
4. The annual membership fee starts on the date of purchase and expires one year from this date. The Board shall review membership rates on an annual basis.

5. Members shall be entitled to all membership rights and privileges as determined, from time to time, by the Board.
6. Members in good standing are entitled to vote at all General Board Meetings, Special Meetings, and Annual General Meetings.
7. It shall be the duty of all Members to act in a manner consistent with the Association's Statement of Philosophy and these Bylaws.
8. Any Member in arrears for fees over two (2) months shall be automatically suspended and shall not be entitled to any membership rights or privileges in the Association until such fees are paid.
9. Any Member may be expelled from membership for any cause that the Association deems reasonable if a two-thirds (2/3) majority of Members present and entitled to vote in person and by proxy presented at a Board Meeting who exercise their right to vote in favour of the expulsion.
10. Any Member wishing to withdraw from membership may do so by notice in writing to the Board through the Secretary. If the Secretary wishes to withdraw his or her membership, he or she may do so by notice in writing to the Board through the President.

ARTICLE 5: BOARD OF DIRECTORS

A. Composition of the Board:

1. The Board shall consist of Officers and not less than four (4) and not more than eight (8) Directors as elected at an Annual General Meeting. The Officers are the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and Immediate Past President.
2. The Immediate Past President, if there is one, shall be an Ex-Officio Board Member.

B. Terms:

1. Directors shall serve a two (2) year term with an annual rotation of half of and a maximum of four (4) Directors to be elected to such a term.
2. Retiring Directors and Officers may offer themselves for re-election to a maximum of two (2) consecutive terms in the same position.
3. Officers shall serve a term of two (2) years. Insofar as possible, the President and Treasurer shall be nominated from continuing Directors and Officers.

Insofar as possible, the Vice President and Assistant Treasurer shall be nominated from the new incoming nominees.

4. So that not all Officers end their term of office the same year, only in the election immediately following the successful passing of the special resolution to amend these Bylaws, the Vice President and Treasurer elected will serve for a one (1) year term only.
5. The Immediate Past President shall serve for a term of one (1) year. In some years this position will remain vacant. At the discretion of the President, the term of the Immediate Past President may be extended for another year.

C. Responsibilities and Duties of the Board:

1. The Board shall, subject to the Bylaws and directions provided to it by the majority of Members at a duly called and constituted Board Meeting, have full control of the management and affairs of the Association.
2. No Board member shall take it upon him or herself to commit the time, resources, or finances of the Association, Directors, Officers, Representatives, and/or Employees without prior approval of such a commitment at a duly called and constituted meeting.
3. The Board has final responsibility for the strategic planning of the Association and is accountable to the Members.
4. The duties of the Board include, but are not limited to the following:
 - a. managing the regular business of the Association between Board Meetings;
 - b. managing the finances of the Association based on authorities granted by a majority vote of its Members at Board Meetings;
 - c. making short and long-term plans for the Association;
 - d. collecting and reviewing information and making recommendations to the membership;
 - e. appointing Representatives when deemed necessary;
 - f. consulting with Employees on issues regarding the Association;
 - g. approving plans developed by Representatives that fulfill designated duties before plans are implemented and/or monies spent;
 - h. removing from his or her position any Director, Officer, or Representative who is not performing his or her duties, in accordance with the procedures set out in the Bylaws;
 - i. attending all Board Meetings as required;
 - j. consulting with all partners, Representatives, and Employees of the Association to ensure their compliance with the Association's Priorities and Principles; and

- k. reviewing all activities of the Association to ensure compliance with the Association's Priorities and Principles.

D. Duties of Directors and Officers:

1. Following each election, those individuals elected as Directors and Officers as well as new Ex-Officio Board Members must review and sign the *Code of Conduct for Officers and Directors* and adhere to the terms and conditions contained therein. If an individual refuses to sign the document and/or adhere to its terms and conditions, he or she must offer his or her resignation to the Board immediately.
2. The duties of all Directors and Officers include, but are not limited to the following:
 - a. fairly representing all Members of the Association and promoting their objectives;
 - b. fairly representing the Association in community affairs;
 - c. fairly representing all user groups and tenants and supporting their objectives, provided such objectives are consistent with the objectives of the Association;
 - d. seeking to fully utilize the facilities of the Association and promote their purposes;
 - e. representing the Board by participating in and/or acting as the chair of Committees when required; and
 - f. on termination of office, surrendering all books, records, and other property of the Association to the President or, in the case of the termination of the President's office, surrendering all books, records, and other property of the Association to the Vice President.
3. All Directors and Officers shall be indemnified and held harmless from and against all claims, actions, causes of action, demands, costs, losses, damages, expenses, suits of other proceedings by whomever made, brought, or prosecuted in any manner based upon or related to the activities of the Association.

E. Duties of Officers:

E.1 President:

The President shall:

- a. when present, preside over all Board Meetings in accordance with these Bylaws. If absent, the Vice President shall preside at such meetings. In the absence of both the President and Vice President, the Board will

- appoint a Chairperson if the President has not previously named a delegate;
- b. preserve order and lay all business before the Association in a fair and proper manner;
 - c. ensure that all business referred to the Board by the membership is documented and addressed;
 - d. conduct all business of the Association with the assistance of the Board;
 - e. give Members a reasonable opportunity to express their views for consideration;
 - f. decide all questions of order at Board Meetings;
 - g. at Board Meetings, cast the deciding vote in the event of a tie. The President shall not cast a vote on questions raised at such meetings except in the case of a tie;
 - h. be an Authorized Signing Officer;
 - i. consult with any legal counsel representing the Association;
 - j. prepare all Board Meeting agendas;
 - k. sign contractual documents of the Association and ensure that the terms of the contracts are adhered to by the Association;
 - l. sign all approved minutes of Board Meetings;
 - m. call all Board Meetings;
 - n. be an ex-officio member of all Committees;
 - o. be the official spokesperson for the Association;
 - p. keep the Vice President apprised of the current business of the Association;
 - q. in accordance with Article F.5, appoint a replacement in the event that a Director or Officer vacates his or her position for any reason before the end of his or her term, the President, with the approval of two-thirds (2/3) majority vote of the Board;
 - r. assume the position of Immediate Past President at the end of his or her immediate term of office. If the President resigns before the end of his or her term, he or she forfeits the privilege of serving as the Immediate Past President;
 - s. work to develop a good understanding and knowledge of business management practices and *Roberts' Rules of Order*; and
 - t. on termination of office, surrender all books, records, and other property of the Association to his or her successor.

E.2 Vice-President:

The Vice President shall:

- a. attend at all Board Meetings;
- b. assist the President in carrying out his or her duties;
- c. preside over all Board Meetings in the absence of the President;
- d. if vacated, assume the President's position for the remainder of the original term of office;

- e. preferably stand for election as President at the end of his or her immediate term;
- f. act as an Authorized Signing Officer in the absence of the President;
- g. administer the human resources function, including benefits program, if applicable, of the Association;
- h. appoint the chair of the Nominating Committee in preparation for the election for Board positions; and
- i. on termination of office, surrender all books, records, and other property of the Association to his or her successor.

E.3 Secretary:

The Secretary shall:

- a. attend at all Board Meetings;
- b. give due notice to Members of the date, time, and place of Board Meetings in accordance with these Bylaws;
- c. keep full and accurate minutes of all Board Meetings and distribute the same to Board Members in a timely fashion;
- d. sign approved minutes from all Board Meetings;
- e. have charge of all correspondence of the Association as directed;
- f. maintain the Minute Book according to the requirements of the *Societies Act* (R.S.A. 2000, c. S 14), as amended, including all pertinent documents, certificates, reports, and correspondence and make these available to Members and the auditor in a timely fashion;
- g. keep an accurate record of the membership list of the Association and verify membership in good standing for voting;
- h. be responsible for the distribution and collection of ballots at any Board Meetings;
- i. safeguard all Association letterhead, membership cards, etc. and distribute same as directed; and
- j. on termination of office, surrender all books, records, and other property of the Association to his or her successor.

E.4 Treasurer:

The Treasurer shall:

- a. attend at all Board Meetings;
- b. keep a correct account of all the financial transactions and preserve all receipts and documents in connection therewith;
- c. properly account for the funds of the Association and keep such books as may be directed;
- d. receive all money paid to the Association and be responsible for the deposit of same in whatever bank account(s) the Board may order;

- e. attend to the payment of all accounts when properly approved by the Board or the Association;
- f. present a full, detailed account of receipts and disbursements to the Association when requested to do so;
- g. coordinate the application of grants as necessary and required and ensure grant funds are spent and reported on as set out by funding agencies within the timelines required by them;
- h. prepare and submit all applicable government reporting in order to keep the Association in compliance with applicable regulations and in good standing;
- i. act as an Authorized Signing Officer;
- j. sign contractual documents of the Association and ensure that the terms of the contracts are adhered to by the Association;
- k. maintain payroll for all employees of the Association including but not limited to pay calculations, cheques, government reporting, payroll ledgers, and T4s;
- l. prepare and send Official Tax Receipts for donations;
- m. prepare an operating budget, with input from the Board and Committees, for submission to the membership at the Annual General Meeting;
- n. make available the financial records to any Member in good standing and the auditor of the Association in a timely fashion provided that reasonable notice is given;
- o. prepare and submit at the Annual General Meeting a final audited statement of the financial standing of the Association. If audited statements are not available, it should be noted at the meeting that the statements submitted are unaudited and that when audited statements are available they will be added to the Association's financial records;
- p. note the fiscal year end for financial statements is June 30th;
- q. have the Association's accounts audited at least once each year;
- r. in the event the Association has a paid bookkeeper, supervise and monitor all financial transactions and record keeping. The responsibility for properly managing the financial affairs of the Association rests with the Treasurer;
- s. ensure that all bank documents reflect the current and correct names of those individuals authorized to manage the Association's bank account(s);
- t. file with the Corporate Registry a list of Directors and Officers for each fiscal year as required by the *Societies Act* (R.S.A. 2000, c. S14), as amended, and/or other relevant legislation. This list shall state the year of term, positions on the Board, names, addresses, phone numbers, and signatures of Directors and Officers and any other information required by the Corporate Registry;
- u. be responsible for maintaining, organizing, safeguarding, and keeping on file all supporting documents, authorizations, invoices and/or vouchers for every disbursement made; receipts for all money sent to the

- Association; reports; and other records of the Association for the length of time required by relevant government bodies;
- v. manage the funds of the Association by ensuring that adequate funds are available for ongoing expenses and the balance of funds are properly invested;
 - w. have a good understanding and knowledge of accounting and financial management;
 - x. safeguard all preprinted official documents including but not limited to cheques and Official Tax Receipts; and
 - y. on termination of office, surrender all books, records, and other property of the Association to his or her successor.

E.5 Assistant Treasurer:

The Assistant Treasurer shall:

- a. attend at all Board Meetings;
- b. assist the Treasurer in the discharge of his or her duties;
- c. assist with the application of grants as necessary and required and ensure grant funds are spent and reported on as set out by funding agencies within the timelines required by them;
- d. ensure that event budgets are prepared and submitted by event organizers prior to the event and a final statement is prepared and submitted by the organizers following the event;
- e. notify all Members when they are in arrears and advise the Board of same, without otherwise divulging the names of Members in arrears;
- f. assist with the preparation of an operating budget, with input from the Board and Committees, for submission to the membership at the Annual General Meeting;
- g. assist in the preparation of a final audited statement of the financial standing of the Association to be submitted to the membership at the Annual General Meeting;
- h. prepare and submit at the Annual General Meeting an annual report declaring that all government submissions are current and that the Association is in good standing including but not limited to income tax reporting, GST reporting, charitable status reporting, filing with Corporate Registry, payroll tax reporting, and WCB reporting;
- i. note the fiscal year end for financial statements is June 30th;
- j. ensure that adequate insurance coverage is in place at all times and consult with the insurance company or representative (broker) as required;
- k. be responsible for maintaining, organizing, safeguarding, and keeping on file all supporting documents as directed;
- l. manage the investments of the Association, keeping an accurate record of maturity dates and coordinating their renewal with financial institutions;

- m. have a good understanding and knowledge of accounting and financial management; and
- n. on termination of office, surrender all books, records, and other property of the Association to the Treasurer.

E.6 Immediate Past President:

The Immediate Past President shall:

- a. be an Ex-Officio Board Member;
- b. provide continuity and history to the Board to assist Directors and Officers in fulfilling their duties and responsibilities;
- c. sit on the Nominating Committee in preparation for the election of the Board; and
- d. chair an election if directed to do so by the Board.

F. Withdrawal and Termination:

1. In the event that a Director, Officer, or Representative wishes to withdraw from his or her position, he or she may do so by notice in writing to the Secretary and, if the withdrawing individual is the Secretary, by notice in writing to the President.
2. Directors and Officers who fail to give notice of their inability to attend three (3) consecutive Board Meetings may be censured by the Board and may be asked to vacate their position.
3. The Board may remove from his or her position any Director, Officer, or Representative who, with the approval of a two-thirds (2/3) majority vote of the Board, is not performing his or her duties.
4. In the event that an Officer or Director vacates his or her office for any reason before the end of his or her term, the following procedures will govern:
 - a. If the President vacates his or her office, the Vice-President will automatically become the President and hold office for the remainder of the original length of term of office of the vacating President.
 - b. If both the President and Vice President vacate their positions, due notice shall be given to the membership for a Special Meeting so that an election may occur.
 - c. If the Treasurer vacates his or her office, the Assistant Treasurer will automatically become the Treasurer and hold office for the remainder of the original length of term of office of the vacating Treasurer. A replacement for the Assistant Treasurer may be appointed from within the Board by the President with the approval of two-thirds (2/3) majority

vote of the Board. The replacement will hold office for the remainder of the original length of term of office of the vacant position. If a Director is appointed to the Assistant Treasurer position, and at the discretion of the Board, a replacement Director may be elected at the next duly called Board Meeting.

5. In the event that a Director or one of the Officers not set out above, vacates his or her position for any reason before the end of his or her term, the President, with the approval of two-thirds (2/3) majority vote of the Board, may appoint a replacement. The Board may then make a recommendation to the membership at the next duly called Board Meeting that the appointed replacement hold office for the remainder of the original length of term of office of the vacating Director or Officer.

ARTICLE 6: FINANCIAL AND AUDIT

1. The Authorized Signing Officers shall sign all legal and official documents of the Association.

2. The President and Treasurer are the Authorized Signing Officers for the Association. They are authorized to sign all documents on behalf of the Association where an "authorized signature" is required.

3. This privilege may be temporarily delegated to the Vice President in the President's absence.

4. All financial institutions require that an organization name a Bank Signing Authority who may make banking transactions on behalf of the organization. The Treasurer must be one of the Bank Signing Authorities on all bank accounts of the Association. A Bank Signing Authority may not delegate his or her authority to anyone else.

5. An annual audit of the books, accounts, and records of the Secretary and Treasurer shall be conducted as of June 30th of each year, in time to be presented at the Annual General Meeting, and interim audits at any time as required by the Board. A duly qualified auditor shall be appointed annually by the President, with approval of the Board, and ratified by Members at the Annual General Meeting.

6. A Director shall not receive remuneration of any kind unless authorized as outlined in the Code of Conduct for Officers and Directors.

7. Unless authorized at a Board Meeting and after notice of the same has been given, no family member of a Director or Officer shall receive remuneration for his or her services.

8. Unless authorized at a Board Meeting and after notice of the same has been given, a Director or Officer or family member of a Director or Officer shall not receive any goods, equipment, or other assets of the Association.
9. Any remuneration when authorized must be at “arm’s length” whereby three (3) quotes must be obtained when possible.
10. A Director or Officer must excuse him or herself from participation in or receipt of personal gain during his or her term of office unless endorsed by the Board.

ARTICLE 7: BORROWING POWER

1. For the purpose of carrying out its objectives, the Board may borrow or secure money in the manner it sees fit. However, this power shall only be exercised if at an Annual General Meeting, a two-thirds (2/3) majority of Members present and entitled to vote in person and by proxy presented at the meeting who exercise their right to vote in favour of a special resolution to borrow or secure money. This Article does not apply to fundraising or grant writing.

ARTICLE 8: ACQUISITION AND DISPOSAL OF PROPERTY

1. For the purposes of carrying out its objectives, the Board may purchase or dispose of capital assets. However, this power shall only be exercised if at an Annual General Meeting, a two-thirds (2/3) majority of Members present and entitled to vote in person and by proxy presented at the meeting who exercise their right to vote in favour of a special resolution to purchase or dispose of capital assets.
2. The Board shall review on an annual basis the maximum value for the purchase or disposal of a capital asset.

ARTICLE 9: MEETINGS

A. General Board Meetings:

1. General Board Meetings shall be held as often as required, with at least ten (10) meetings per year. General Meetings shall generally take place on the fourth Tuesday of each month. General Board Meetings shall be called by the President.
2. All General Board Meetings shall be Open Meetings. However, if a portion of a General Board Meeting cannot be open to Members or the general public due to the confidentiality of matters discussed therein, that portion of the General Board Meeting shall be considered an In Camera Meeting.

3. Notice of the date, time, and location of a General Board Meeting shall be provided to Members in accordance with the notice provisions set out in the Bylaws.

B. Special Meetings:

1. A Special Meeting to deal with a specific issue(s) may be called by the President or at the written request of at least ten (10) Members in good standing stating the reason for calling such a meeting.
2. Notice of the date, time, and location of the Special Meeting as well as the reason for calling the meeting shall be provided to Members in accordance with the notice provisions set out in the Bylaws.

C. Annual General Meetings:

1. An Annual General Meeting shall be held no later than October 31st of each year and will normally be held on the fourth Tuesday of October. The exact date of the meeting shall be set by the Board.
2. Notice of the date, time, and location of an Annual General Meeting shall be provided to Members in accordance with the notice provisions set out in the Bylaws.
3. The Association shall elect the following Officers and Directors at the Annual General Meeting if their terms have been completed or positions vacated:
 - President,
 - Vice President,
 - Secretary,
 - Treasurer,
 - Assistant Treasurer, and
 - Directors
4. At the Annual General Meeting the Immediate Past President, or lack thereof, shall be noted in the minutes.
5. At the Annual General Meeting the appointment of the auditor for the next fiscal year shall be ratified.
6. The books and records of the Association shall be available for inspection at the Annual General Meeting by any Member.

D. Executive Meetings

1. An Executive Meeting may be called by a Director or Officer in the event that a decision must be made by the Board and there is not enough time to provide notice to Members in accordance with the notice provisions in the Bylaws.
2. An Executive Meeting shall only be called where a failure to do so would have a detrimental effect on the Association.
3. Notice of an Executive Meeting must be provided to all members of the Board at least twenty four (24) hours before the meeting. Notice may be sent via e-mail, telephone call, or fax. The notice provisions set out at Article 10 of the Bylaws do not apply to Executive Meetings.
4. An Executive Meeting may be held via telephone conference or e-mail.
5. A simple majority (fifty percent plus one) of those Board members present and entitled to vote at an Executive Meeting who exercise their right to vote shall be conclusive.

ARTICLE 10: NOTICE

1. Where these Bylaws require that due notice be given to Members or the Board, including but not limited to notice of Board Meetings, such notice shall be provided in the following ways:
 - a. e-mail, mail, or fax; and/or
 - b. publication on the Association website.
2. Notice is deemed to be given once posted or sent, as the case may be.
3. Where these Bylaws require a specific notice period, the date on which notice is given and the date of the event for which notice is given shall be included in calculating the notice period.
4. The requisite notice periods for Board Meetings is as follows:
 - a. The notice period for a General Board Meeting shall be at least seven (7) days.
 - b. The notice period for a Special Meeting shall be at least fourteen (14) days.
 - c. The notice period for an Annual General Meeting shall be at least thirty (30) days.

ARTICLE 11: QUORUM

1. Quorum required for Board Meetings is as follows:
 - a. Quorum for General Board Meetings shall be fifty (50) percent of the Board including the Immediate Past President, if applicable.
 - b. Quorum for a Special Meeting shall be fifteen (15) Members in good standing.
 - c. Quorum for an Executive Meeting shall be fifty (50) percent of the Board including the Immediate Past President, if applicable.
 - d. Quorum for an Annual General Meeting shall be twenty five (25) Members in good standing.
2. Official business of the Association cannot be conducted in the absence of a quorum. Interim decisions may be made, however, they cannot be regarded as official decisions or acted upon until they have been ratified at a subsequent meeting with a quorum present. Should an individual(s) leave in the course of a meeting that has begun with quorum, the meeting may continue. However, it should be noted in the minutes that quorum is no longer present, if this is the case, and that any interim decisions must be ratified at a subsequent meeting.

ARTICLE 12: VOTING

1. All Members eighteen (18) years of age or over and present in person or by proxy are entitled to one (1) vote. In the case of a family membership, each person in the family, eighteen (18) years of age or over, living in the parent's home and attending school full time, may vote.
2. Proxy votes are accepted in writing and must be exercised by a fellow Member.
3. To vote on a motion it must first have been made and seconded. A declaration by the President that a motion has been carried and an entry to that effect in the minutes shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the motion.
4. Except in the case of an election, voting will normally be done by a show of hands, but any Member may request a vote by ballot.
5. A simple majority (fifty percent plus one) of Members present and entitled to vote and by proxy presented at a meeting who exercise their right to vote will be conclusive except in the case of a special resolution.

6. Special resolutions must be passed by a seventy five percent (75%) majority of those Members present and entitled to vote and by proxy presented at the meeting who exercise their right to vote.

ARTICLE 13: NOMINATIONS AND ELECTIONS

1. All elections shall be held at the Annual General Meeting with the exception of elections for the purpose of filling Board vacancies.
2. A Nominating Committee will plan, organize, and run an election of the Board. When possible, the Nominating Committee will bring a full slate of nominees to the election.
3. Any person serving on the Nominating Committee may not accept a nomination for a position in the current election.
4. Any Member in good standing who is eighteen (18) years or older is eligible to be nominated except those who have held a Board position for two (2) consecutive terms or are Employees or paid Representatives of the Board. An Employee or paid Representative must resign his or her position before he or she accepts a nomination.
5. In order to be nominated for a Board position a Member must meet the qualifications for a director set out in the *Not for Profit Act* (S.C. 2009, c. 23) as amended, and/or qualifications set out in other applicable legislation.
6. No person may hold more than one elected office or position at the same time.
7. A Nomination can only be made by a Member in good standing.
8. Nominations from the floor will be accepted.
9. A Nominee who will be absent from the election must provide written acceptance of the nomination before the election.
10. Voting will be by ballot.
11. Ballots will be destroyed upon a motion from the floor only after members of the Nominating Committee confirm the count and disclose the result of the election.
12. A simple majority (fifty percent plus one) of Members present and entitled to vote and by proxy presented at a meeting who exercise their right to vote at the election will be conclusive.

13. A declaration by the President stating the new Directors and Officers of the Board and entry to that effect in the minutes shall be evidence of the fact, without disclosing the number or proportion of the votes recorded in favour or against. Disclosure of the actual count is cause for censure.
14. When there is only one (1) candidate for a position he or she may be acclaimed without a vote.
15. Elections shall be effective immediately following the adjournment of the meeting.
16. These Officers and Directors so elected will form the Board and shall serve until their successors are elected or named and installed.

ARTICLE 14: CONFLICT RESOLUTION

1. During any meeting, if the membership is seriously divided on an issue, that issue may be tabled to a subsequent meeting or referred to a special committee chaired by a member of the Board. At the initial meeting, the President will give notice of a Special Meeting to be held within ninety (90) days to deal with the findings of the special committee.
2. If the Board is of the opinion that it has exhausted all other means of conflict resolution it may initiate facilitation, mediation, or arbitration.
3. If the Board is of the opinion that any vote of the membership at a Board Meeting did not represent the best interests of the Association, a Special Meeting may be called by the President to re-examine the issue.

ARTICLE 15: COMMITTEES

1. The Board may establish Committees to facilitate certain tasks. The Board may delegate specific powers to Committees.
2. The Board may establish Standing Committees and Ad Hoc Committees.
3. Committees shall submit their plans to the Board for approval before any work is undertaken or monies spent.
4. Committees shall ensure updates and written reports are submitted to the Board on a regular basis and as required by the Board.
5. The President shall serve as an Ex-Officio Board Member of all committees.

6. Committees' banking matters shall be handled by the Board. Committees shall not establish bank accounts separate from the accounts held by the Board.
7. Ad hoc Committees shall be dissolved once their assigned task has been completed.

ARTICLE 16: OFFICIAL SEAL

1. The Association is not adopting a seal.

ARTICLE 17: AMENDMENTS TO THE CONSTITUTION

1. The Bylaws shall not be rescinded, altered, or added to except by special resolution of the Association. Such amendments will take effect only after successful filing with the Corporate Registry Office.
2. Notice of a Special Meeting to amend the Bylaws must be provided to Members at least twenty one (21) days before the meeting in accordance with the notice provisions set out in the Bylaws.
3. A special resolution to amend the Bylaws must be passed by a seventy five percent (75%) majority of those Members present and entitled to vote and by proxy presented at the meeting who exercise their right to vote.
4. The Statement of Philosophy which includes the Policies and Procedures of the Association are deemed to form its governing guidelines and may be amended by the Board. These amendments must be disclosed at the next Annual General Meeting.

ARTICLE 18: DISSOLUTION OF THE ASSOCIATION

1. If by special resolution it is determined to dissolve or wind up the Association, after fulfilling all legal and legislated obligations any remaining assets will be distributed to one or more charitable organizations in Canada.
2. A Committee will be formed, comprised of the President, The Treasurer, two Directors, and a minimum of two Members at large, to manage the disposition of assets and the dissolution of the Association.