



Bragg Creek Centre

Bragg Creek Community Association Bylaws

BOARD APPROVED

2021

Bragg Creek Community Association Bylaws

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ARTICLE 1 PREAMBLE

- The name of the association is **the Bragg Creek Community Association** hereinafter referred to as “the Association”.
- This document sets forth the By-laws for the Association, and shall regulate the business and affairs of the Association.

ARTICLE 2 DEFINITIONS

- In these By-laws, the following words shall have these meanings:
 - “**Board**” means the board of directors of the Association.
 - “**Committee**” means a group of Members established by the Board to facilitate certain tasks and to which the Board has delegated specific powers as stated in the Committee Terms or Reference.
 - “**Director**” means a Member elected or appointed to the Board.
 - “**Executive**” means the executive committee of the Board, being the President, the Vice-President, the Past-President, the Secretary and the Treasurer.
 - “**Facility**” means the building that comprises the community centre of the Association and the associated recreational facilities.
 - “**Family**” means those that identify as immediate family.
 - “**Legally Related**” means any two or more persons associated through birth, adoption, marriage or common-law agreement.
 - “**Majority Vote**” means more than 50% of the votes cast by Voting Members or Directors eligible to vote who are present at the applicable meeting of the Association or the Board respectively, except as otherwise noted in these By-laws.
 - “**Member**” means a member of the association with a current annual membership.
 - “**Officer**” means a Director who is a member of the Executive.
 - “**Policies and Procedures**” means the administrative rules and practices created and amended by the Board with respect to the management and governance of the Association and the Facility, which rules and practices may elaborate on, and must be consistent with, these By-laws.
 - “**Special Meeting**” means a special meeting of the Members described in Clause 4.3.
 - “**Special Resolution**” means a resolution passed:
 1. At a Special Meeting or Annual General Meeting.
 2. There must be approval of a majority of not less than 75% of the votes cast by those Members that are present at that meeting.

ARTICLE 3 MEMBERSHIP

3.1 Membership

- A Membership may be obtained by an individual or by a Family with interest in the Bragg Creek and Area community.
- A Membership entitles a Member to:
 1. All rights and privileges as determined annually by the Board.
 2. The right to audit meetings of the Board, subject to Clause 4.1.
 3. The right to participate and vote at any duly constituted Annual General Meeting and Special Meetings.
- A register of Members shall be kept current and confidential at the office of the Association.
- An employee may hold a membership but may not hold a position on the Board.
- It is the duty of all Members to act in a manner consistent with the Associations Statements of Philosophy and these Bylaws.
- Any Member may terminate a Membership at any time by giving the Association notice in writing, but there shall be no reimbursement of Membership fees previously paid.

3.2 Suspension and Expulsion of Members

- The Board may, upon receiving a formal substantiated complaint, suspend or expel any member from the Association. There must be a vote passed by a majority of 75%, of those votes cast by the Directors present at any meeting of the board with quorum.
- The Board may suspend or expel any Member from the Association (including a Board Member) for one or more of the following reasons:
 1. The Member has failed to abide by the requirements of these By-laws;
 2. The Member has disrupted meetings or functions of the Association; or
 3. The actions or omissions of the Member have harmed the Association.
- A Member expelled from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at a designated meeting to address the matter.
- The Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter or exclude the Member from its final discussion of the matter, including the vote on the matter.

ARTICLE 4 MEETINGS

4.1 Attendance at Meetings

- Each AGM or Special Meeting of the Association shall be open to the public, except that all or part of any meeting may be closed to attendees, other than Members, by a Majority Vote.
- Each meeting of the Board shall be open to any Member, except that all or part of any meeting may be closed by a 75% majority of the votes cast by the Directors present at that meeting or due to the confidentiality of matters under discussion. Members attending the meeting are non-voting and require invitation by the Chairperson to speak.
- Quorum for the AGM or Special Meeting shall be 21 members.
- Official business of the Association cannot be conducted in the absence of quorum.

4.2 Annual General Meeting of the Membership

- The Board of Directors shall convene an Annual General Meeting of the Membership on or before October 31st of each year.
- Notice for the Annual General Meeting will be provided to members at least 21 days prior to the meeting by e-mail.
- The business of the Annual General Meeting shall include:
 1. The President's report of the year's activities.
 2. The Treasurer's report and the audited financial statements of the Association for the preceding Fiscal Year.
 3. The appointment of auditors for the upcoming Fiscal Year.
 4. Any other business of the Association, except that no vote shall be taken on any matter requiring notice of a Special Resolution unless such notice has been given in the manner required in these By-laws.
 5. The election of Directors and the Executive as applicable.
 6. The order of business shall be at the discretion of the Chairperson, provided that, in general, the business and reports relating to the preceding Fiscal Year shall take place before the election of the Directors.

4.3 Special Meeting

- A Special Meeting of the Members may be called as circumstances shall require or dictate, if:
 1. The Board sees fit to call such meeting;
 2. A matter is being proposed for determination by a Special Resolution; or

3. The President receives a request in writing signed by not less than twenty-five (25) of the registered Voting Members, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.
- Notice of a special meeting including the reason for calling the meeting shall be given to all members at least 21 days prior to the meeting date by e-mail.

4.4 Board Meeting

- The Board of Directors shall meet at least ten times each year at a regular scheduled date and time determined by the Directors. Each such meeting shall be held at the Bragg Creek Community Center, unless otherwise designated by the President.
- Quorum for a Board meeting shall be 50 percent of the Board members.

4.5 Committee Meeting

- Duly appointed and standing committees of the Board shall meet any time at:
 1. The discretion of the chairperson of each such committee; or
 2. The call of the Directors.

4.6 Voting

- Except for the Chairperson, each Adult Member registered with the Association shall have one vote at any Annual General Meeting or Special Meeting, and where elected or appointed to the Board, at any meeting of the Board.
- The Chairperson of the Board or Committees may only vote to break a tie.
- At all meetings of the Association, whether a General Meeting or a meeting of the Board, every question to be determined shall be decided by a Majority Vote, unless otherwise required by these By-laws.
- 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.
- All voting will be done in person and not by proxy at all Association meetings except for Special Meetings and the Annual General Meeting where up to 40% of the total votes may be by proxy.
- Notwithstanding any other provision of these By-laws, the Board may determine any matter within its powers without a meeting on the following basis:
 1. The matter shall be submitted to the Directors, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter;
 2. Each Director shall cast a vote with respect to that resolution within three days after delivery of that notice or by such later date as is specified in that notice.

4.7 Meeting Rules and Conflict Resolution

- 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.
- During any meeting, if the Members or Directors are seriously divided on an issue, that issue may be tabled to a subsequent meeting or referred to a special committee chaired by a Director. The subsequent meeting or report back to the Board from the special committee will take place within 90 days of the original meeting when the conflict arose.

ARTICLE 5 ELECTION OF DIRECTORS

5.1 Number of Directors

- The Board of Directors shall consist of not fewer than eight (8) and not more than fifteen (15) Members and shall be elected by those Members present at the Annual General Meeting.
- All elections shall be held at the Annual General Meeting except for filling board vacancies during the year which can be done with a simple majority vote of the current Board of Directors.

5.2 Nominations

- The Board will appoint a nominating committee comprised of a minimum of 2 Directors at least one month prior to the Annual General Meeting.
- The nominating committee, shall solicit and present a list of nominated candidates for election to the Board. No member of the nominating committee may run for an Executive position.
- Further nominations for the Board may be made from the floor by any Member present at the Annual General Meeting.
- All nominees must be current members of the association and present at the AGM or provide written acceptance of the nomination prior to the AGM.
- Whenever possible members shall have a minimum of 1 year experience as a director before running for a position on the Executive.
- When there is only one candidate for a position, they may be acclaimed without a vote.
- Elections are effective immediately following the adjournment of the AGM.

5.3 Term and Limitations on Successive Terms

- Subject to Clauses 5.1 and 5.2, the Directors so elected and appointed shall form the Board and each such Director shall hold office for a two-year term.
- Members may re-elect any Officer for a maximum of 3 consecutive terms.
- No Member may be elected or appointed as an Officer for more than six years in succession without a Special Resolution of the Membership. A Member shall be eligible to serve again as an Officer following an absence from the Executive of one year.

ARTICLE 6 GOVERNANCE

6.1 Board of Directors

- Each Director shall be a Member of the Association at the time of election or appointment and throughout their term as a Director.
- A Director cannot be an employee of the Association.
- No Director or Officer of the Association may receive any payment for their services as a Director or Officer. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- Following each election, those individuals elected as Directors and Officers must review and sign the *Code of Conduct for Directors and Officers* 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, they must offer their resignation to the Board immediately.

6.2 Powers and Duties of the Board

- The Board governs and manages the affairs of the Association.
- The Board may hire employees to carry out specific functions under the direction and supervision of the Board.
- No Board member shall take it upon themselves to commit the time, resources, or finances of the Association without prior approval of the Board or the Executive.
- The powers and duties of the Directors shall include (but not be limited to):
 1. Promoting the objects of the Association;
 2. Promoting Membership in the Association;
 3. Holdings meetings as herein set forth;
 4. Maintaining and protecting the assets and property of the Association;
 5. Making policies, procedures, rules and regulations for the management and operation of the Association and the Facility;
 6. Approving an annual budget for the Association;

7. Paying all expenses and receiving all revenues in the operation and management of the Association;
8. Undertaking, through whatever means the Board determines is advisable, to further the financial position of the Association, including fundraising activities, investments and to make whatever expenditures as are necessary to carry out its activities;
9. Ensuring that all books and records of the Association required to be created and maintained by these By-laws, by the Act, by any other applicable statute or law are regularly and properly kept, including an updated register of Members;
10. Ensuring that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained;
11. Managing, selling, leasing, disposing of or otherwise dealing with the property of the Association, and entering into contracts on behalf of the Association;
12. Filing such returns, reports and other materials as are required to be submitted under the Act, other statutes or laws; and
13. Delegating its powers and duties to the Executive Committee or to the employees of the Association as they determine to be effective.

6.3 Removal of a Director

- A Director shall be automatically removed from office who:
 1. Resigns by giving notice in writing; or
 2. Is absent from more than three (3) meetings of the Board, if the Board determines, by Majority Vote, that such Director is to be removed from the Board.
 3. Subject to Clause 3.2 is expelled or suspended as a member.

6.4 Officers of the Board

- The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer and Past-President.
- Two or more persons who are Legally Related may not be Officers at the same time.

6.5 Duties of the Officers

- The President shall:
 1. Be responsible for the overall functioning of the Board and delegate duties accordingly;
 2. Chair all meetings of the Association, the Board and the Executive in accordance with these bylaws and *Robert's Rules of Order*.
 3. Act as the official spokesperson for the Association.
 4. Be the principal signing authority on all contracts, official documents and correspondence of the Association, and a designated signing authority on all bank accounts of the Association.
 5. Be an ex-officio member of all committees of the Board.
 6. Carry out other duties pertaining to such office, and such other duties as may be assigned by the Board.
- The Vice-President shall:
 1. Assist the President generally in the performance of the President's duties.
 2. Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as Chairperson at all meetings in the absence of the President.
 3. Chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances.
 4. Administer the Human Resource function for Centre staff and
 5. Carry out such other duties as may be assigned by the Board.
- The Secretary shall:

1. Attend each General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings.
 2. File the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
 3. Maintain the Minute Book according to the requirements of the societies act including all pertinent documents, certificates, reports, and correspondence and make these available to members and auditors in a timely fashion.
 4. Be responsible for the distribution, collection and tallying of ballots when used for voting at meetings.
 5. Carry out such other duties as may be assigned by the Board.
- The Treasurer shall:
 1. Manage all financial affairs of the organization including applicable reporting such as filing annual tax returns and ensuring grant funds are spent and reported on as set out by funding agencies within the timelines required by them.
 2. Ensure all monies payable to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board.
 3. Disburse the funds of the Association under the direction of the Board and in compliance with these By-laws, and the Act.
 4. Be responsible for the care, custody, control and maintenance of the finances and financial records of the Association.
 5. Provide a monthly financial report to the Board and be able to advise the Board at any time of the financial position of the Association.
 6. Ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting.
 7. Chair any finance committee created as a standing committee by the Board. and
 8. Carry out such other duties as may be assigned by the Board.
 - The Past-President shall:
 1. Provide continuity and history to the Board to assist Directors in fulfilling their duties.
 2. Sit on the Nominating Committee of the Board, as appropriate in the circumstances.
 3. Be an Ex-officio Board and Executive member.
 4. Carry out such other duties as may be assigned by the Board.

6.6 The Executive Committee

- Acts on behalf of the full board to facilitate decision making between board meetings or in urgent and crisis circumstances.
- Reports to and is accountable to the full board.
- Carries out other duties as assigned by the board.
- Quorum for Executive meetings shall be 3 officers of the Association.
- An Executive meeting may be held in person, via teleconference or e-mail.

6.7 Other Committees

- The Board may appoint standing or ad hoc committees to facilitate certain tasks.
- A committees Terms of Reference will determine its role, authority and levels of responsibility.
- The chairperson of any committee shall be a Director of the Board.
- Committees shall ensure that updates and reports are submitted to the board on a regular basis or as requested.
- Committees shall acquire Board approval before moving forward with any significant plans or committing Association resources.
- Banking for committees shall be handled by the Board. Committee shall not establish bank accounts separate from the accounts held by the Board.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Finance and Audit

- The Officers designated under these By-laws shall be the signing authorities on the Association's bank accounts. Two signatures of Officers are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them. However, any cheque payable to a Director or to a person with whom a Director is Legally Related shall not be signed by that Director.
- An annual audit of the books, accounts and records of the Treasurer shall be conducted annually on a date set by the Board, in time to be presented at the Annual General Meeting. A duly qualified auditor shall be appointed annually by the President, with approval of the Board, and ratified by the Members at the Annual General Meeting.
- Acceptance and approval of the budget is approval of any expenditure therein.
- For the purpose of carrying out its objectives, the Board may borrow or secure money in the manner it sees fit. However, this shall only be exercised if at an Annual General Meeting or a Special Meeting, a 75% majority of the members present vote in favour of a special resolution to borrow or secure money. This does not apply to fundraising or grant writing.

7.2 Seal

- The Association is not adopting a seal.

7.3 Minute Book

- The Secretary or other Officer directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record or cause to be recorded in it the minutes of all proceedings of all General Meetings and meetings of the Board.
- The Minute Book shall contain the following information:
 1. A copy of the Certificate of Incorporation of the Association.
 2. A copy of the Objects of the Association and any Special Resolution altering the Objects.
 3. A copy of the By-laws of the Association and any Special Resolution altering the By-laws.
 4. A copy of the Policies and Procedures.
 5. A copy of originals of all documents, registers and resolutions required to be maintained or filed by the Societies Act, or other statute.
 6. A copy of the minutes of all Annual General, Special and Board meetings.
 7. A copy of the audited financial statements for the preceding Fiscal Year; and
 8. A copy of each other document directed by the Board to be inserted into the Minute Book.

7.4 Inspection of the Books

- Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the minute book of the Association may be inspected by any Member at any time at the registered office of the Association upon giving reasonable notice.
- Other records of the Association are open for inspection, except for records that the Board designates as confidential.

7.5 Liability and Indemnification

- Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in their role for the

Association. The Association does not protect any Director for acts of fraud, dishonestly, or bad faith.

- No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.
- Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.
- No Member shall be liable in the Member's individual capacity for any debt or liability of the Association.

ARTICLE 8 AMENDMENTS

- These By-laws shall not be rescinded, altered or added to except by Special Resolution passed at a Special Meeting or an Annual General Meeting. Such amendments will take effect only after successful filing with the Corporate Registries Office.
- The Statement of Philosophy which includes the Policies and Procedures of the Association is deemed to form its governing guidelines and may be amended by the Board. These amendments must be disclosed at the next Annual General Meeting.
- Any question of procedure not provided for in these Bylaws, The Statement of Philosophy or the Act shall be decided upon by the Board of Directors.

ARTICLE 9 DISSOLUTION

- 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.
- A committee will be formed, comprised of the President, The Treasurer, two Directors, and minimum of two Members at large, to manage the disposition of the assets and the dissolution of the Association.