

HEARTLAND COMMUNITY ASSOCIATION BY-LAWS

(Updated and Amended March 2024)

ARTICLE 1 - PREAMBLE

- 1.1 The name of the society is the Heartland Community Association hereinafter referred to as “the Association” and is incorporated under the Societies Act.
- 1.2 The boundaries of the Association are that geographical area comprising the municipality described and known as the community of Heartland in Cochrane, Alberta, being generally bounded on the north by Highway 1A, on the east by Highway 22, on the south by Canadian Pacific Railway and on the west by Horse Creek Road.

ARTICLE 2 - DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these By-laws, the following words shall 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, and includes any regulations promulgated thereunder that is in effect from time to time.
- 2.1.2 “**Executive**” means the executive committee of the Board, being the President, Vice- President, Secretary and Treasurer.
- 2.1.3 “**Fiscal Year**” means the twelve-month period commencing on January 1st of a year and ending on December 31st.
- 2.1.4 “**Officer**” means a Director who is a member of the Executive.
- 2.1.5 “**Special Resolution**” means a resolution passed:
 - a) at an Annual General Meeting of which at least twenty-one days’ notice has been duly given, specifying the intention to propose a resolution; and
 - b) by a majority of not less than 75% of the votes cast by those Voting Members as are present at that meeting.

2.2 Interpretation

In these By-laws:

- a) any reference to any statute or any section thereof shall be deemed to extend and apply to any amendment to such statute or section, as the case may be.

ARTICLE 3 - MEMBERSHIP

3.1 Regular Members

3.1.1 A Regular Membership may be obtained by an individual or by a Family. A Regular Membership entitles a Member to:

- a) the right to audit meetings of the Board, subject to clause **4.1.2**;
- b) the right to participate and vote at any duly constituted Annual General Meeting (AGM); and
- c) stand for nomination or appointment as a Director, provided that Membership fee is current and be registered for Membership a minimum of thirty days prior to that meeting, nomination or appointment.

3.2 Membership Fees and Register

3.2.1 The annual Membership fees shall be determined by a Majority Vote at an AGM.

3.2.2 A register of Members shall be kept current and confidential on the Google Drive of the Association.

3.3 Termination of Membership

3.3.1 Membership shall automatically terminate on the 31st day of December of each year. Any Regular Member whose Membership terminates may renew that Membership at any time, subject to clause **3.4**.

3.3.2 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 paid.

3.4 Suspension and Expulsion of Members

3.4.1 The Board may, upon receiving a formal substantiated complaint, suspend or expel any Member from the Association for one or more of the following reasons:

- a) the Member has failed to abide by the requirements of these By-laws;
- b) the Member has disrupted meetings or functions of the Association; or
- c) the actions or omissions of the Member have harmed the Association.

Subject to the remainder of this clause, the Board may, by a majority of two-thirds of those votes cast by the Directors present at any meeting of the Board, suspend or expel any Member from the Association.

3.4.2 The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member:

- a) the Board shall serve written notice to that Member of the Board's intention to consider the suspension or expulsion of that Member at least fourteen days prior to the meeting of the Board at which that matter is to be determined;
- b) that notice shall include the reasons why the Board is considering the

potential suspension or expulsion of that Member; and

- c) that notice shall either be sent by single registered mail to the last known address of that Member shown in the records of the Association or delivered by two Officers to that address.

3.4.3 A Member being considered for suspension or expulsion from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by another person if the Member attends that meeting of the Board.

3.4.4 Any Regular Member whose Membership has been suspended shall be eligible to renew the Membership at any time after the 31st day of December next year following that suspension.

3.4.5 Any Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at any General Meeting, if that reinstatement:

- a) is included on the agenda for that General Meeting; and
- b) has been approved by a majority of two-thirds of those votes cast by Voting Members who are present at that meeting.

ARTICLE 4 - MEETINGS

4.1 Attendance at Meetings

4.1.1 Each General Meeting 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.

4.1.2 Each meeting of the Board shall be open to any Member, except that all or part of any meeting may be closed by a two-thirds majority of the votes cast by the Directors present at that meeting. Regular Members attending the meeting are non-voting and require an invitation by the Board to speak.

4.2 Annual General Meeting (AGM) of the Membership

4.2.1 The Board of Directors shall convene an Annual General Meeting of the Membership on or before March 31st of each year.

4.2.2 The business of the Annual General Meeting shall include:

- a) the President's report of the year's activities, including a review of the significant initiatives pursued by the Board and performance relative to the budget for the preceding Fiscal Year;
- b) the Treasurer's report and the audited financial statements of the Association for the preceding Fiscal Year, of which sufficient copies are to be available for examination and viewing of the Members present;

- c) 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; and
- d) the election of Directors and the President, as applicable.

4.3 Board Meeting

- 4.3.1** The Directors shall meet within ten days after each Annual General Meeting to form the Board and elect its Officers, provided this was not done at the AGM.
- 4.3.2** The Board of Directors shall meet at least ten times each year at a regular scheduled date and time determined by the Directors.
- 4.3.3** Additional meetings of the Board may be called at any time upon the instructions of the President.

4.4 Notice of Meetings

- 4.4.1** Proper Notice of 30 days shall be given to all Voting Members for any General Meeting in the form of email and/or website update.

4.5 Quorum for General Meetings and Board Meetings

- 4.5.1** Quorum for the GM shall be one-third of the standing directors plus 1 paid member (members at large).
- 4.5.2** The quorum for any Board meeting shall be two-thirds of Directors. If there is no quorum present at such meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting.
- 4.5.3** Attendance via electronic means for the purposes of quorum may be recognized at any Board meeting, subject to the approval of the Chairperson.

4.6 Voting

- 4.6.1** Except for the Chairperson, each Voting Member registered with the Association shall have one vote at any General Meeting.
- 4.6.2** The Chairperson may only vote to break a tie.
- 4.6.3** 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.
- 4.6.4** A declaration by the Chairperson that a resolution has been carried or not carried will be entered into the minutes.
- 4.6.5** No Member may vote by proxy with respect to any election or other determination being made at any General Meeting.

ARTICLE 5 - ELECTION OF DIRECTORS

5.1 Number of Directors

5.1.1 The Board of Directors shall consist of three (3) or more members and shall be elected on the basis prescribed under this Article 5 by those Voting Members as are present at the Annual General Meeting or by the Board at any Board Meeting should it be deemed necessary.

5.2 Elections by Plurality Vote

5.2.1 Insofar as an election is not by acclamation, the outcome of the elections shall be determined by a plurality vote, such that the Voting Member who receives the most votes is elected to the applicable position on the Board or those Voting Members receiving the most votes are elected to the corresponding number of positions on the Board, as applicable.

5.3 Term Limitations

5.3.1 Subject to clause **6.3**, the Directors so elected and appointed shall form the Board and each such Director shall hold office until the next Annual General Meeting.

ARTICLE 6 - GOVERNANCE OF BOARD OF DIRECTORS

6.1 Board Members are Volunteers

6.1.1 All Board positions are voluntary and shall not result in profit.

6.1.2 No Director(s) shall take it upon themselves to commit the time, resources, or finances of the Association without prior approval at a meeting of the Board.

6.2 Powers and Duties of the Board

6.2.1 The Board shall have and exercise all the powers of the Association fully and completely at a General Meeting, subject to the provisions of these By-laws. Subject to the foregoing, the powers and duties of the Directors shall include (but not be limited to):

- a) promoting the objects of the Association;
- b) promoting Membership, issuing Memberships in the Association, and collecting Membership fees;
- c) holdings meetings as herein set forth;
- d) maintaining and protecting the assets and property of the Association;
- e) making Policies and Procedures for the operation of the Association;
- f) paying all expenses and receiving all revenues for the operation and

management of the Association;

- g) undertaking to further the financial position of the Association, including fundraising activities, and to make whatever expenditures as are necessary to carry out its activities;
- h) ensuring that all books and records of the Association required to be created and maintained by these By-laws, by any other applicable statute or law are regularly and properly kept, including an updated register of Members;
- i) ensuring that all policies of insurance required to be maintained by The Act are acquired and maintained;
- j) causing minutes to be kept of each General Meeting and each meeting of the Board;
- k) entering into contracts on behalf of the Association; and
- l) filing such returns, reports and other materials as are required to be submitted under the Act, statutes or laws.

6.3 Removal of a Director

6.3.1 Director shall be automatically removed from office who:

- a) resigns by giving notice in writing; or
- b) who fails to act in concert with the Objects of the Association, or the goals and resolutions of the Board;
- c) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Association; or
- d) who willfully breaches these By-laws and/or Policies of the Association.

6.3.2 No Director shall be removed from office without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Special Board meeting called for that purpose.

6.3.3 Any Director removed from office shall no longer be eligible to stand for election or appointment to the Board.

6.4 Officers of the Board

6.4.1 Except insofar as the Directors have been elected to specific positions on the Board at an Annual General Meeting, the Directors shall elect, by Majority Vote, the Officers of the Executive. The Board may appoint any vacant office as required to complete the term from amongst the members of the Board.

6.4.2 The Officers of the Association shall consist of the President, Vice-President, Secretary and Treasurer.

6.4.3 Two or more persons who are Legally Related may not be Officers at the same time.

6.5 Duties of the Officers

6.5.1 The President shall:

- a) be responsible for the general supervision of the Association;
- b) chair all meetings of the Association, the Board and the Executive;
- a) act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or such other member of the Board as is reasonably appropriate in the particular circumstances;
- b) 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; and
- c) be an ex-officio member of all committees of the Board.

6.5.2 The Vice-President shall:

- a) assist the President generally in the performance of the President's duties;
- b) 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; and
- c) chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances.

6.5.3 The Secretary shall:

- a) ensure accurate minutes are kept of all board and general meetings;
- b) file 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;
- c) ensure that a record of names and addresses of all Members is kept by the Director responsible for Membership, and cause all notices of various meetings to be sent as required under these By-laws;
- d) ensure that all records of the Association, other than financial records, are properly maintained, including By-laws and the Policies and Procedures.

6.5.4 The Treasurer shall:

- a) collect all monies payable to the Association and ensure that all monies are deposited in a chartered bank or treasury branch chosen by the Board within thirty days after receipt of those monies;
- b) disburse the funds of the Association under the direction of the Board;
- c) be responsible for the custody, control and maintenance of the finances and financial records of the Association;
- d) provide a monthly report of: revenues, expenditures, amounts due and owing to the Association and be able to advise the Board at any time of the financial position of the Association;
- e) ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting;
- f) file the annual return and audited financial statements prior to the AGM;
- g) be a designated signing authority for all bank accounts of the Association; and
- h) chair any finance committee created as a standing committee by the Board.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Finance and Audit

7.1.1 Four (4) Officers and/or Directors shall be the signing authorities on the Association's bank accounts. Two signatures are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them.

7.1.2 The books, accounts and records of the Association shall be audited annually by a duly qualified accountant or by two Voting Members elected for that purpose prior to the AGM. However, any such auditor or Voting Member may not be:

- a) a Director;
- b) a Legally Related Person to a Director;
- c) or any person who is a business partner or employee of a Director.

7.1.3 The audit report shall provide a complete and proper statement of the standing of the books for the preceding Fiscal Year. It shall include:

- a) a statement that the auditor has had access to the information required to prepare the audit report;

- b) a statement of whether the balance sheet and income statement provide an appropriate representation of the financial affairs of the Association; and
- c) a clear identification of any exceptions discovered during the conduct of the audit.

7.2 Minute Book

7.2.1 The Secretary, or other Officer directed by the Board, shall maintain and record the minutes of all proceedings of General Meetings and meetings of the Board. The Minute Book may be converted to a digital format that is accessible to all members of the board via the HCA Board Google Drive.

7.2.2 The Minute Book (digital) shall contain the following information:

- a) a copy of the Objects of the Association and any Special Resolution altering the Objects;
- b) a copy of the By-laws of the Association and any Special Resolution altering the By- laws; and
- c) a copy of originals of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law.

7.3 Inspection of the Books

7.3.1 Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the books and records of the Association may be inspected by any Voting Member at any time at the registered office of the Association on the basis set forth in this clause.

7.3.2 Any Voting Member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the President and/or Secretary.

7.3.3 All financial records of the Association are open for inspection by the Members.

7.4 Liability and Indemnification

7.4.1 Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Association (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act,

omission, decision or matter whatsoever in or about the performance of that person's duties; and

- b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this Clause.

- 7.4.2** No Director shall be liable for the acts or omissions of any other Director or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.
- 7.4.3** 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.
- 7.4.4** No Member shall be liable in the Member's individual capacity for any debt or liability of the Association.

ARTICLE 8 - AMENDMENTS

- 8.1** These By-laws shall not be rescinded, altered or added to except by Special Resolution passed at a General Meeting.
- 8.2** If there is any conflict between the Act and any part of these By-laws, the provisions of the Act, shall prevail and have the effect of amending these By-laws to the extent necessary to remedy that conflict without any action on the part of the Association.
- 8.3** Any question of procedure not provided for in these By-laws or the Act shall be decided upon by the Board of Directors.

ARTICLE 9 - DISSOLUTION

- 9.1** The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association
- 9.2** If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall become the property of the Town of Cochrane.

OBJECTS

The Objects of the Association are:

- a) to promote and foster Community spirit and better relations among the residents of the Community and with the Community at Large;
- b) to facilitate the recreational, cultural, social, athletic and educational activities of the residents of the Community;
- c) otherwise generally to serve and promote the interests of the Community as appropriate.