

## AMENDED BYLAWS – September 2020

### ARTICLE 1 NAME

#### 1.1 Name

The name of the Society is the East Village Neighbourhood Association, which may also be known or referred to as “EVNA” or the “Association”. The Association is incorporated under the Societies Act.

### ARTICLE 2 DEFINITIONS AND INTERPRETATION

#### 2.1 *Effect of Societies Act*

When interpreting these Bylaws, reference shall be made to the Societies Act, and the words and expressions used in these Bylaws will, unless the context otherwise requires, have the same meaning as the words and expressions have in the Societies Act.

#### 2.2 “*Board*” means the Board of Directors of EVNA.

#### 2.3 “*Member*” means a person or entity meeting the requirements contained in Article 4 of these Bylaws.

#### 2.4 “*Majority*” means more than half of the members present

#### 2.5 “*Societies Act*” means the Societies Act contained in the Revised Statutes of Alberta, as amended from time to time, or any Act passed in amendment or substitution for it.

#### 2.6 Objectives for the Association are filed separately with Corporate Registries.

## ARTICLE 3 BOUNDARIES

### 3.1 The boundaries of EVNA (and the neighbourhood of Downtown East Village) are:

- (a) the south bank of the Bow River on the north;
  - (b) the west bank of the Elbow River on the east;
  - (c) the CP Railway (South of 9 Avenue SE) on the south; and
  - (d) Street SE (between the CP Railway and 4 Avenue SE) and Macleod Trail (between the CP Railway and 9 Avenue SE, and between 4 Avenue SE and the Bow River) to the west;
- all in the City of Calgary in the Province of Alberta.



## ARTICLE 4 MEMBERSHIP

### 4.1 Categories of Members

There are 2 categories of Members in EVNA:

- (a) Resident Members; and
- (b) Business Members;

#### 4.1.1 Resident Member

To become a Member, a person must:

- (a) be a resident or owner of a dwelling within EVNA's boundaries;
- (b) apply for membership; and
- (c) pay the annual membership fee for Members.

#### 4.1.2 Business Members

To become a Business Member, an organization must:

- (a) provide products or services to residents of East Village or be headquartered within the boundaries of East Village;
- (b) be a registered business, society, or charity;
- (c) apply for membership; and
- (d) pay the annual membership fee for Business Members.

## **4.2 Membership Fees**

### **4.2.1 Membership Year**

The membership year is 365 days from the time of purchase.

### **4.2.2 Membership Fees**

The Board shall set the annual membership fees for each category of Member.

## **4.3 Rights and Privileges of Members**

### **4.3.1 Resident Members**

The only Members who can vote at General Meetings of EVNA are Resident Members in good standing;

### **4.3.2 Rights at General Meetings**

Any Member in good standing is entitled to:

- (a) attend any General Meeting of EVNA;
- (b) speak at any General Meeting of EVNA upon being recognized by the Chair of the Meeting;
- (c) exercise other rights and privileges given to Members in these Bylaws.

### **4.3.3 Good Standing**

A Member is in good standing when:

- (a) they have paid the membership fee for the current year; and
- (b) they have not been suspended as a Member.

### **4.3.4 Inspecting Books and Records**

A Member in good standing may inspect the books and records of EVNA at any regularly scheduled Board meeting, at the Annual General Meeting, or by prior arrangement with an Officer of EVNA.

## **4.4 Suspension of Membership**

### **4.4.1 Decision to Suspend**

The Board, at a Special Meeting of the Board called for that purpose, may suspend a Member's membership for up to three months, if the Board determines that the Member has:

- (a) failed to abide by these Bylaws;
- (b) disrupted meetings or functions of EVNA; or
- (c) done anything harmful to EVNA.

### **4.4.2 Notice to Member**

4.4.2.1 The Board will provide the affected Member with at least 14 days' advance written notice of the Special Board Meeting referred to in paragraph 4.4.1.

4.4.2.2 The notice shall be sent by email or single registered mail to the last known address of the Member (as per their preferred method of contact noted in the membership records of EVNA). Registered mail shall be deemed to be received by the Member on the third business day after being mailed.

4.4.2.3 The notice will state the reasons that the Board is considering suspending the Member

#### 4.4.3 Decision of the Board

4.4.3.1 The Member will have an opportunity to appear before the Board and to address the matter. The Board may allow another person to accompany the Member and to make submissions on behalf of the Member. The Board may limit the time given to the Member and his representative for their submissions.

4.4.3.2 The Board may exclude the Member and his representative from its discussion of the matter and from the deciding vote.

#### 4.5 Termination of Membership

4.5.1 A Member's membership is terminated by any of the following:

- (a) they deliver written notice of his resignation to the Board;
- (b) they die;
- (c) they fail to pay their membership fee by their renewal date; or
- (d) they are expelled from membership by EVNA by Special Resolution for a term of one year or otherwise decided by the Board.

4.5.2 A Resident Member who ceases to be a resident within EVNA's boundaries will not be permitted to renew their membership once lapsed.

### ARTICLE 5 MEETINGS OF THE ASSOCIATION

#### 5.1 Annual General Meeting

5.1.1 EVNA holds its Annual General Meeting ("AGM") within 120 days of the end of the fiscal year. The Board sets the place, day and time of the AGM, but it shall be held in Calgary, Alberta.

5.1.2 Notwithstanding 5.1.1. AGMs may be held virtually when deemed necessary by the Board of Directors.

5.1.3 The Secretary shall announce the AGM at least 21 days in advance by placing a notice stating the place, date, and time of the AGM in each of the following locations:

- (a) on EVNA's website;
- (b) on EVNA's social media accounts;
- (c) by email to Members; and
- (d) at additional physical locations set by the Board.

5.1.4 It is not necessary to mail or deliver notice of the AGM to the Members.

#### 5.1.5 Meeting Agenda

The AGM deals with the following matters:

- (a) declaration of a quorum;
- (b) approval of agenda;
- (c) adopting the Minutes of the last AGM and any General Meeting of the Members held since the last AGM;
- (d) receiving the reports from the Board Members and Committees;
- (e) reviewing the financial statements;
- (f) appointing an auditor prior to the next AGM pursuant to 7.1.2;
- (g) electing the members of the Board; and
- (h) considering other business that may properly come before the AGM, having been placed on the Agenda before the start of the AGM.

Matters may not be added to the Agenda of the AGM after the meeting has been called to order.

5.1.6 The quorum at the AGM shall be a majority of the Directors and 12 Resident Members, other than Directors.

## **5.2 Special General Meetings**

### **5.2.1 Calling of a Special General Meeting**

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board; or
- (b) on the written request of at least 3 Directors or Officers or at least 10 Resident Members. The request must:
  - (i) be directed to the President;
  - (ii) the reason for the Special General Meeting; and
  - (iii) set out the motion(s) intended to be submitted to the meeting.

### **5.2.2 Notice**

The Secretary shall provide notice of a Special General Meeting no less than ten (10) days before the meeting. In addition, the notice for a Special General Meeting shall state the matter to be brought forward at the meeting.

5.2.3 It is not necessary to mail or deliver notice of a Special General Meeting to the Members.

### **5.2.4 Meeting Agenda**

Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting.

### **5.2.5 Quorum**

Any Special General Meeting has the same quorum as the AGM.

## **5.3 Procedure at Annual General Meetings and Special General Meetings**

### **5.3.1 Attendance**

EVNA meetings are open only to Members in good standing.

### **5.3.2 Failure to Reach Quorum**

If a quorum is not present within 30 minutes after its scheduled start time, the meeting shall be cancelled and rescheduled at a time and place set by the Board. If a quorum is not present within 30 minutes after the start time at the rescheduled meeting, the meeting will proceed with the Members in attendance.

## **5.4 Voting at Annual General Meetings and Special General Meetings**

5.4.1 A show of hands decides every vote at any General Meeting, unless at least 3 Resident Members request a written ballot, in which case written ballots shall be used as outlined by our policies and procedures.

5.4.2 The Chair of the Meeting does not have a second or deciding vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.4.3 Resident Members may not vote by proxy, although a vote cast in writing provided to the Board prior to the meeting may be accepted as outlined in our policies and procedures.

5.4.4 A majority of the votes cast at any Meeting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. In calculating the number of votes, abstentions shall not be included, unless the abstentions form the majority of the votes cast, in which case the motion is defeated.

## **ARTICLE 6 GOVERNANCE OF THE ASSOCIATION**

### **6.1 General Principle**

EVNA shall be governed by its Members through a Board of Directors and Officers, which shall be elected annually by the Resident Members of EVNA.

### **6.2 The Board of Directors**

#### **6.2.1 Powers and Duties of the Board**

Except where otherwise limited by the Societies Act, the Board has all the powers of the Association as a whole. The powers and duties of the Board include:

- (a) promoting the objects of EVNA;
- (b) promoting membership in EVNA;
- (c) hiring and dismissing employees, together with setting the terms of their employment, including job duties and salaries;
- (d) maintaining and protecting the assets and property of EVNA;
- (e) approving the annual budget;
- (f) fiscal management, including the investment of funds, paying expenses, and operating and managing EVNA; and
- (g) forming and dissolving committees and setting their terms of reference.

#### **6.2.2 Composition of the Board**

6.2.2.1 The Board shall consist of a minimum of 5 and a maximum of 9 Directors and Officers.

6.2.2.2 The Officers of the Board shall be the President, Vice-President, Secretary, and Treasurer. Collectively, the Officers shall form the Executive Committee.

6.2.2.3 The other Directors shall be known as Directors and shall each have responsibility for a specific program or service provided by EVNA.

#### **6.2.3 Election and Removal of Directors and Officers**

6.2.3.1 The Resident Members shall elect Directors and Officers at the AGM. Except as provided in 6.2.3.2, all Director and Officers shall be elected for a one-year term that begins at the conclusion of the meeting where they are elected and ends immediately following the second AGM at which these Directors and Officers were elected. Where either (a) no Director or Officer is elected to a position for the first year of a mandate or (b) when a Director or Officer resigns before completing their one year term, the Director or Officer next elected to the position will be elected for the balance of the initial one year term.

6.2.3.2 Directors or Officers shall not serve on the Executive Committee for more than five (5) consecutive years; They may return to the Executive Committee after a one (1) year hiatus.

6.2.3.3 The Resident Members may re-elect any Director or Officer for an additional term, within the limits of article 6.2.3.2.

6.2.3.4 A Director or Officer may resign by giving notice in writing to the Secretary or President and the resignation is effective on the date specified in the notice.

6.2.3.5 Resident Members may remove a Director or Officer from office by means of a majority vote at a Special Meeting called for that purpose.

6.2.3.6 If there is a vacancy on the Board, the remaining Directors and Officers may appoint a Resident Member in good standing to fill the vacancy until the next AGM.

#### 6.2.4 Meetings of the Board

6.2.4.1 The Board shall hold at least 10 monthly board meetings in each calendar year.

6.2.4.2 The President calls the meetings. In addition, the President must call a meeting if two Directors or Officers make a request in writing and state the business to be considered at the meeting.

6.2.4.3 A minimum of 7 days' notice for Board meetings shall be given to each Director and Officer. Notice shall be given by the President, Vice President, or Secretary, electronically or by telephone.

6.2.4.4 The quorum for a Board meeting is 4 Directors and Officers.

6.2.4.5 Each Director and Officer has 1 vote and the President does not have a second or deciding vote in the case of a tie vote. A tie vote means the motion is defeated.

6.2.4.6 Meetings of the Board are open to Members of EVNA, but only Directors and Officers may vote. A majority of the Directors present may require any other Members or any other persons present to leave the meeting so a matter may be discussed in camera.

#### 6.2.5 Duties of the Officers of EVNA

6.2.5.1 The President:

- (a) supervises, coordinates, and mediates the business of the Board;
- (b) chairs all meetings of the Board, the Executive Committee and EVNA, when present and able to do so;
- (c) is an ex-officio member of all Committees; and
- (d) carries out other duties as assigned by the Board.
- (e) may serve as a resource person to provide continuity and stability after their term is up.

6.2.5.2 The Vice-President:

- (a) chairs any meetings if the President is absent or unable to preside;
- (b) substitutes for the President at any function when requested to do so by the President;
- (c) ensures that any policies of insurance required by the Board are maintained in full force; and
- (d) carries out other duties as assigned by the Board.

6.2.5.3 The Secretary:

- (a) records accurate minutes of all EVNA board meetings, the Board, and the Executive Committee, and distributes copies of the same to Board members;
- (b) makes sure that an accurate record is kept of the names and addresses of all Members of EVNA;
- (c) in charge of maintaining the Board's correspondence;
- (d) working with the Treasurer, makes sure that all documents required by the Societies Act are filed in a timely fashion;
- (e) ensures that the required notices to the Members of the AGM and Special General Meeting are properly made; and
- (f) carries out other duties as assigned by the Board.

#### 6.2.5.4 The Treasurer:

- (a) makes sure all funds paid to EVNA are deposited in a financial institution approved by the Board;
- (b) makes sure a detailed account of revenues and expenses is presented to the Board at its meetings;
- (c) makes sure a statement of the financial position of EVNA is prepared and presented to the AGM; and
- (d) carries out other duties as assigned by the Board.

### **6.3 Committees**

6.3.1 Committees are established and dissolved by the Board.

6.3.2 A Board Member shall sit on each Committee but does not need to chair the Committee.

6.3.3 The chair of each Committee calls its meetings. Each Committee:

- (a) records minutes of its meetings;
- (b) distributes the minutes to the Committee members; and
- (c) provides reports to the Board concerning the Committee's activities.

### **6.4 The Executive Committee**

The Executive Committee consists of the Officers of EVNA. It is responsible for carrying out emergency and unusual business between Board meetings. It must report to the Board on any actions it takes.

## **ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS**

### **7.1 Finance Matters**

7.1.1 The fiscal year of EVNA ends on the last day of December in each year.

7.1.2 There must be signatures and proof of review by two Officers of the Board annually of the books, accounts and records of EVNA.

7.1.3 There must be a professional audit of the books, accounts and records of EVNA at least once every five years. The audit shall be conducted by a qualified accountant who shall be approved at the AGM. At each AGM, the Treasurer shall present the audited financial statements of the previous fiscal year for review by the Members.

7.1.4 All cheques issued by EVNA shall be signed by the Treasurer and one additional Officer or by another person specifically authorized to do so by resolution of the Board.

7.1.5 EVNA may raise funds to meet its objectives or carry on operations. The Board decides the amounts and ways to raise money in accordance with the policies and procedures.

7.1.6 No Member or Director or Officer of EVNA may receive any payment for services rendered as a Member, Director, or Officer. A Member or Director or Officer may be reimbursed for reasonable expenses incurred while carrying out duties on behalf of EVNA.

### **7.2 Protection and Indemnity of Directors and Officers.**

7.2.1 Each Director and Officer holds office with protection from EVNA. EVNA indemnifies each Director and Officer against all costs or charges that result from any act done in his role as Director or Officer. EVNA does not protect or indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith.



- 7.2.2 No Director or Officer is liable for the acts or omissions of any other Director, Officer, or employee. No Director or Officer is responsible or liable for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with EVNA. No Director or Officer is liable for any loss or damage due to an oversight or error in judgment, or by an act or omission in his role as Director or Officer, unless the act or omission is due to fraud, dishonesty, or bad faith.
- 7.2.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the auditor for EVNA. Directors and Officers are not liable for any loss or damage as a result of relying upon that statement or report.

#### **ARTICLE 8 AMENDING BYLAWS**

- 8.1 These bylaws may be cancelled, altered, or added to by a Special Resolution at any AGM or Special General Meeting of EVNA.
- 8.2 Any amended bylaws take effect after approval of the Special Resolution and their acceptance by the corporate registry of the Province of Alberta.

#### **ARTICLE 9 LIQUIDATION AND DISSOLUTION**

- 9.1 EVNA does not pay any dividends or distribute its property among its Members.
- 9.2 If EVNA is dissolved, all assets will be disbursed to eligible charitable groups or purposes located in or servicing the Downtown East Village neighbourhood.