

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at the meeting of the members of:

Bearspaw Glendale Community Association on June 17, 2008.

- The existing by-laws are repealed.
- They are replaced by the attached by-laws.

Date: June 17, 2008

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I. BOUNDARIES

1.01 The boundaries of the Association shall be composed of the same lands as the Bearspaw-Glendale Recreation Board.

II. MEMBERSHIP

2.01 Membership fees in the Association shall be determined, from time to time, by the Board of Directors. Any person residing or owning real property within the said boundaries may become a Member by payment of the fee and upon fulfillment of any other established Membership requirement of the Association.

2.02 Any person resident or owning real property within the boundaries of said community desirous of purchasing a Membership may purchase a Family Membership or a Single Membership.

2.03 A Family Membership is limited to no more than two adults eighteen (18) years of age or older and whatever children they may have under the age of eighteen (18).

2.04 A Single Membership may be purchased only by persons eighteen (18) years of age and older.

2.05 A Family Membership shall entitle each adult member to vote at any Annual General Meeting or any Special Meeting , whether in attendance or by proxy.

2.06 A Single Membership shall entitle the member to vote at any Annual General Meeting or any Special Meeting .

2.07 Such Membership shall lapse one year from the date of issue unless such membership is renewed by the member prior to the date of lapse by paying the required fee for the ensuing year.

2.08 Any member whose membership lapses may renew his or her membership anytime thereafter.

2.09 A member shall be considered in good standing if that person has satisfied the requirements for membership as established by the Association.

2.10 Any person being a resident outside the boundaries of said community and not being the owner of real property within said boundaries shall be eligible for an Associate Membership in the Association upon acceptance by the Board of Directors of the Association and upon payment of such dues as may be determined by the Association from time to time.

2.11 Associate Members shall not have any right to vote at any meetings of the Association.

2.12 Any person, who has distinguished himself or herself by outstanding service to the Association, shall be eligible for an Honorary Membership in the Association upon acceptances by the Board of Directors. Such a Membership shall not entitle the Member to vote or be given notice of any meeting of the Association or to participate in any distribution of the property of the Association on a winding up of the Association but shall entitle such a member of the Association to other rights and privileges of the member of the Association.

III . WITHDRAWAL AND EXPULSION OF MEMBERS

3.01 Any Member or Associate Member may withdraw from the Association anytime, by giving thirty (30) days written notice.

3.02 Notwithstanding any of the foregoing provisions, the Board of Directors may suspend the Membership of any person for just cause, upon the vote of two-thirds of the Membership of the Board of Directors.

IV. BOARD OF DIRECTORS

4.01 The affairs of the Association shall be managed by a Board of not less than five and not more than eleven Members, each of whom at the time of his/her election and throughout his/her term shall be a Member of the Association. Each Director shall be elected to hold office for a two-year term and may stand for re-election for an unlimited number of consecutive terms.

4.02 The election shall be by a show of hands unless a ballot is demanded by any Member.

4.03 Directors shall serve terms that overlap. Elections shall be held for at least four directors each year. If the number of vacancies exceeds four, all vacancies may be filled. Each voting member shall vote for a maximum of four candidates, the four candidates with the highest number of votes shall be elected for a two-year term, the remaining positions shall be elected for a one year term. The position of Past President shall be assumed without election.

4.04 The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Association, and meetings of the Board shall be held as often as the business of the Association shall require, and at least once every month, unless cancelled by the President.

4.05 Meetings of the Board shall be called by fifteen (15) days' notice in writing or by seven (7) days' notice by email, telephone or fax to each and every member of the Board.

4.06 A quorum for any Board of Directors meeting shall consist of three directors. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors; otherwise, such business shall be null and void.

4.07 A Special Meeting may be called on the instructions of any two (2) Members thereof, provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

4.08 No Board member or Members shall take it upon themselves to commit the time, resources, or finances of the Association, its Board of Directors or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.

4.09 So long as a quorum of Directors remains in office, replacements on the Board of Directors, however caused, may be appointed by the Directors, if they shall see fit to do so. Otherwise, such replacements shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected. However if there is not

a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.

4.10 A Director ceases to be a Director when he/she ceases to be a member of the Association.

4.11 If any member of the Board of Directors shall resign his/her office, or without reasonable excuse absent him/herself from three (3) or more Directors' meetings, or be suspended or expelled from the Association, the Directors shall declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General Meeting.

4.12 The Directors shall have the power by a vote of three-quarters (3/4) of the Board to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who willfully has committed a breach of the By-laws of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

4.13 The Board of Directors shall have a President, a Past President, a Vice President Programs, Vice President Fundraising, a Secretary, and a Treasurer.

4.14 In the absence of the President, his/her duties may be performed by the Past President or any other Director as the Board may from time to time appoint for the purpose.

4.15 Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the number of proportion of the votes recorded in favour of or against such resolution shall be recorded in the minutes of the meeting.

4.16 Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his/her, executives, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless

out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any acts, deed, matter of thing whatsoever made, done or permitted by him/her or any other Director or Directors in or about the execution of his/her or their office, and also from and against all other costs, charges or expenses as are occasioned by his/her own willful neglect or default.

4.17 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

4.18 The Members of the Board shall receive no remuneration for acting as such and no Director, shall directly or indirectly receive any profit from his/her position as Director or Officer. The activities of the Association are carried on without purpose of financial gain for its Members and profits or other accretions of the organization shall not be used for promoting their personal objectives. Such action would constitute violation of the By-laws and jeopardize the status of the Director according to the aforementioned procedure.

4.19 The Board of Directors may from time to time appoint agents and authorize the employment of such persons, as they deem necessary to carry out the Objects of the Association and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

V. EXECUTIVE COMMITTEE

5.01 The Officers of the Association shall comprise the Executive Committee. The Executive Committee shall monitor the administration of the affairs of the Association and the requirements of these By-laws within the constraints set from time to time by the Board of Directors. Meetings of the committee shall be held as often as the business of the Association shall require, and shall be called by the President.

5.02 The Board of Directors may empower the Executive Committee to carry out the administration of the affairs of the Association.

5.03 Officers - The Officers of the Association shall consist of:
President
Past President

Vice President Programs
Vice President Fundraising
Secretary
Treasurer

5.04 President

The President will provide leadership to the Board of Directors. He/she will ensure the Board adheres to its By-laws and constitution. He/She shall prepare, with the Executive Director, all Executive and Board agendas. He/She shall, when present, Chair meetings of the Board and the Executive Committee. He/She shall coordinate the overall functioning of the Board and delegate duties accordingly. He/She shall be an ex officio member of all committee and boards. He/She will ensure there is a process to evaluate the effectiveness of the Board Members in place. He/She will act as one of the primary signing officers for cheques and other documents, such as contracts and grant applications. He/She will play a leading role in supporting fundraising activities. He/She shall be the official spokesperson for the Association. He/She will prepare a report for the Annual General Meeting. He/She will orient the new President. He/She is an equal Member of the Board.

5.05 Past President

The Past President shall provide continuity in the Board of Directors and shall act as Nominating Chair in preparation for annual elections of the Board of Directors.

5.06 Vice President Programs

The Vice President Programs is responsible for the ongoing Programs of the Association. He/She is accountable to the Board of Directors and shall submit an annual Programs Proposal for Board approval no later than December 31st of each year for the following fiscal period starting April 1st of the next year. He/She will work closely with the Executive Director or Executive Director's Designate. He/She will ensure there is a process to evaluate the effectiveness of all Programs of the Association. He/She will orient the new Vice President Programs. He/She shall represent a Standing Committee on the Executive Committee.

5.07 Vice President Fundraising

The Vice President Fundraising is responsible for the Fundraising activities of the Association. He/She is accountable to the Board of Directors and shall submit

an annual Fundraising Proposal for Board approval no later than December 31st of each year for the following fiscal period starting April 1st of the next year. He/She will work closely with the Executive Director. He/She will ensure there is a process to evaluate the effectiveness of all Fundraising activities of the Association. He/She will orient the new Vice President Fundraising. He/She shall represent a Standing Committee on the Executive Committee.

5.08 Secretary

It shall be the duty of the Secretary to attend all meetings of the Association and of the Board. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. He/She will keep copies of the By-laws and the Board's policy statements. He/She will keep lists of Officers, Board Members, committee and General Membership. He/She will notify Board Members of meetings. He/She will ensure that the Minute Book is brought to all meetings, and that there is a quorum at all meeting. He/She will keep accurate minutes of all meetings, ensuring that all motions and decisions and corrections are recorded. He/She shall sign Board Minutes to attest to their accuracy. He/She will distribute copies of the minutes to Board Members promptly after meetings. He/She shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by a Vice -President. He/She shall have charge of all the correspondence of the Association and will be under the direction of the President and the Board. He/She will orient the new Secretary.

5.09 Treasurer

The Treasurer shall ensure all monies paid to the Association are deposited in whatever Bank the Board may order. He/She shall ensure a prompt accounting of the funds of the Association and ensure the keeping of such books as may be directed. He/She shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. He/She will act as a signing officer for cheques and other documents. He/She will orient the new Treasurer. He/She shall represent a Standing Committee on the Executive Committee.

VI. STANDING COMMITTEES

- 6.01 The Standing Committees shall be:
- A. Programs Committee
 - B. Membership Committee
 - C. Fundraising Committee
 - D. Budget Committee
 - E. The Board may create any other committee

They shall act to provide the Association with information, training and services necessary for the survival and growth of the Association. The Standing Committees shall recommend to the Board of Directors programs which will improve the services it provides to the Association Members.

VII. REMOVAL OF DIRECTORS

7.01 The Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special or Annual General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the meeting elect any person in his/her stead for the remainder of his/her term. A Director who has been recommended for suspension shall be given notice by the Secretary of the Association at least one week prior to the general meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing.

VIII. FINANCE, ACCOUNTS AND AUDIT

8.01 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Association.

8.02 The fiscal year of the Association shall commence on the first day of April in each year and continue until the 31st day of March in each and every year.

8.03 All expenditures shall be approved during the annual budget review. Any other expenditures arising outside the budget process which exceeds \$500.00 must be approved by the Board of Directors.

8.04 All funds are to remain in a bank account of the Association and any two Officers or any one Officer and the Executive Director or Senior Financial Officer shall sign all the cheques with the provision that any cheque payable to the Executive Director or Senior Financial Officer shall not be signed by him/her

8.05 No money shall be borrowed by the Association except with the approval of special resolution of the Members of the Association provided, however, that the Board of Directors may borrow such amounts as it can be shown will be paid from general revenues within the fiscal year.

8.06 The President and Treasurer are authorized on behalf of the Association to assign securities or instruments held by the Association.

IX. INSPECTIONS

9.01 The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting provided or herein or anytime at the registered office of the Association upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books. No person not being a member of the Association has any rights of inspecting any account or book or documents of the Association except as conferred by law or authorized by the Directors.

X. MEETINGS

10.01 The Annual General Meeting of the Association shall be held on or before September 30 of each year, of which written notice shall be given to each member to the last known address delivered in the mail or by email, at least twenty one (21) days prior to the date of the meeting OR by advertisement in the local newspaper twenty one (21) days prior to the meeting.

10.02 General meetings of the Association may be called at any time by the President by giving notice in writing to the last known address of each member, delivered in the mail or by email twenty one (21) days prior to the date of such a meeting, OR by advertisement in the local newspaper twenty one (21) days prior to the meeting.

10.03 A Special Meeting shall be called by President or Secretary upon receipt by him/her of a petition signed by one-third (1/3) of the Members in good standing, setting forth the reasons for calling such a meeting, of which meeting due notice shall be given to each and every member to the last known address of each and every member, delivered twenty one (21) days prior to the meeting, OR by advertisement in the local newspaper twenty one (21) days prior to the meeting.

10.04 A quorum at any Annual General Meeting or any Special Meeting shall consist of any three Members in good standing, but must include a quorum of Board Members (see 4.06).

10.05 The business of the Annual General Meeting shall include;

- A) The President's Report of the year's activities.
- B) The Treasurer's Report and the Audited Financial Statements.
- C) Election or appointment of Directors not including the immediate Past President for the ensuing term.
- D) Reports from the Standing Committees.
- E) Appointments of qualified Auditor's for the ensuing year.
- F) Any other business of the Association except that no vote shall be taken upon any matter for which notice of a special resolution is required unless such notice has been given.

10.06 The order of business of the Annual General Meeting shall be at the discretion of the Chair of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Association shall precede the election of the Directors and the appointment of Auditors.

XI. ELECTIONS AND VOTING

11.01 Elections for the Board of Directors of the Association shall be held at the Annual General Meeting.

11.02 The presiding executive shall, three (3) month prior to the Annual General Meeting, appoint a nominating committee consisting of two (2) Members of the Board and the Past President, who shall act as Chair of the nominating committee. The committee shall prepare a slate of nominations of Board Members to be presented to the Board, prior to presentation at the Annual General Meeting. The slate of nominations shall be presented to the Membership for voting. Nominations from the floor for position

of Director shall be accepted. The elections will be by a show of hands unless a ballot is requested by any Member.

11.03 Every Member in good standing is entitled to one (1) vote.

11.04 Votes may be given either personally or by proxy.

11.05 The Past President shall recommend the new President and they jointly shall recommend from the Members of the Board the balance of the new Executive Directors. Such officers shall be elected by the Board of Directors from among their Members at the first meeting of the Board after the annual election of the Board of Directors, provided that in default of such election the incumbents being Members of the Board, shall hold office until their successors are elected.

XII. NOTICES

12.01 Written notices or communications directed to the last known address of the accredited representative of record shall be deemed to have been received seven (7) days after the date of mailing excluding Saturdays, Sundays and Statutory Holidays.

12.02 No error or omission in giving notice to any specific member of any Annual General Meeting or Special Meeting invalidates the meeting or makes void any proceedings taken.

12.03 A Member may at any time waive notice of any meeting except notice of a special resolution, and may confirm any proceedings taken.

XII. ADJOURNMENT OF MEETINGS

13.01 Any meeting of the Association or of the Directors may be adjourned at any time from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment.

XIV. ALTERATION OF BY-LAWS

14.01 The By-Laws of the Association will not be altered or added to except by a special resolution of the Association.

14.02 "Special Resolution" means

1) A resolution passed:

- A) at a Special Meeting of which not less than twenty one (21) days' notice specifying the intention to propose the resolution has duly been given, and
- B) by the vote of not less than 75% of those Members in good standing in attendance who, if entitled to do so, vote in person or by proxy.

2) A resolution proposed and passed as a special resolution at a Special Meeting of which less than twenty one (21) days' notice has been given, if all the Members entitled to attend and vote at the special meeting so agree, or

3) A resolution consented to in writing by all the Members who would have been entitled to a vote at a Special Meeting on the resolution in person or, where proxies are permitted, by proxy.

XV. MINUTE BOOK

15.01 The Directors will ensure that all necessary books and record of the Association required by the By-Laws of the Association or by any applicable status or law is regularly and promptly kept.

15.02 The Secretary or any other officer directed by the Board of Directors will maintain, have charge of the Minute Book of the Association and will record or cause to be recorded in it the minutes of all proceedings of all meetings of Members and Directors.

15.03 The Minute Book will contain the following information:

- (1) Certificate of Incorporation
- (2) A copy of the By-Laws and any special resolution that alters the By-laws.
- (3) Copies of originals of all documents, registers and resolutions required by law.
- (4) Copies of originals of all financial statements prepared by the auditor of the Association.
- (5) Copies of all other documents directed to be inserted into the Minute Book by the Board of Directors.

XVI. RULES OF ORDER

16.01 In the event of matters arising not covered by the by-laws, rules will be applied as stated in "Roberts Rules of Order".

XVII. INTERPRETATION

17.01 In all the By-Laws of the Association the singular shall include the plural and the plural the singular; the word "person" shall include incorporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statutes or section as the case may be.

XVIII. DISSOLUTION

18.01 Upon dissolution of the Association any assets remaining after paying debts and liabilities are to be transferred in trust to the Municipal District of Rocky View No. 44.