

SHAWNEE-EVERGREEN

COMMUNITY ASSOCIATION

BY-LAWS

**Approved at Annual General Meeting
September 26, 2007**

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1. INTERPRETATION

1.01 Act

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

1.02 Defined Terms

In this By-law and all other By-laws of the Association unless the context otherwise requires:

"Act" means the Societies Act, R.S.A. 1980 c. S-18 and the regulations made there under as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;

"Association" means Shawnee-Evergreen Community Association.

"Board" means the Board of Directors of the Association as elected or appointed from time to time;

"By-laws" means the by-laws of the Association from time to time in force and effect;

"Community" means the area with boundaries as defined by the Board from time to time;

"Director" means a director of the Association;

"Family" means one or more individuals living at the same address;

"Member" means a Regular or Associate Member of the Association;

"Secretary" means the Secretary or any Assistant Secretary of the Association appointed by the Board.

1.03 In all the By-Laws of the Association the singular shall include the plural and the plural the singular; the word "person" shall include corporations 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 status or section as the case may be.

2. HEADINGS

2.01 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions

thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. REGISTERED OFFICE

3.01 The Association shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

- (a) change the address of the registered office within Alberta;
- (b) designate, or revoke or change a designation of, a records office within Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Association.

4. MEMBERSHIP

4.01 Membership fee, if any, in the Association shall be determined, from time to time, by the Board at a Directors' Meeting. Any Family residing within the Community boundaries as defined by the Board from time to time may become a Regular Member by payment of the fee and upon fulfillment of any other established membership requirements of the Association.

4.02 A Member shall be considered to be in good standing if the Family has satisfied the requirements for membership as established by the Association.

4.03 A Member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary.

4.04 The membership year shall be from May 1st of each year to April 30th of the following year.

4.05 Any Member upon a minimum vote of $\frac{3}{4}$ of the Board members present at a Directors' Meeting may be expelled from membership for any cause which the Board may deem advisable. A Member who has been recommended for suspension shall be given notice by the Secretary of the Association at least one (1) week prior to the Directors' Meeting at which time said Member shall have the opportunity to be heard or to submit a statement in writing.

4.06 Any Member who has been suspended and declared to be not in good standing

may, upon application for reinstatement to the Board, be reinstated by a majority affirmative vote of the Board.

4.07 Members may seek to resolve disputes, arising out of the affairs of the Association by appearing at a Directors' Meeting to seek resolution of the dispute acceptable to the Member and a majority of the Board. Failing an acceptable resolution the Member may pursue arbitration at his/her expense and the decision made shall be binding on all parties.

4.08 Any Family not residing within the Community boundaries as defined by the Board from time to time may become an Associate Member of the Association but that Family shall not be entitled to vote at meetings nor to serve on the Board.

5. MEETINGS

5.01 The Annual General Meeting (AGM) of the Association shall be held on or before October 31st of each year. Due notice shall be given to all Members ten (10) days prior to the meeting date by method(s) of communication as deemed appropriate by the Board.

5.02 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 the Board not including the immediate Past President for the ensuing term.
- (d) Reports from the Standing Committees, if any.
- (e) 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.
- (g) The order of business of the Annual General Meeting shall be at the discretion of the Chairman 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 Board.

5.03 A Special Meeting shall be called by the President or Secretary upon receipt by

him/her of a petition signed by one hundred (100) or more of the Members in good standing, setting forth the reasons for calling such meeting, of which meeting due notice shall be given to all Members fourteen (14) days prior to the meeting date.

5.04 A General Meeting of the Members of the Association may be called by the Board when deemed necessary. Notice of such meeting shall be made on the same basis as for the AGM.

5.05 A quorum at the AGM or at a Special or General Meeting shall consist of 20 Members in good standing or their proxies.

5.06 Elections for the Board shall be held at the Annual General Meeting.

5.07 The presiding Board shall, one (1) month prior to the Annual General Meeting, appoint a nominating committee consisting of a minimum of two (2) members of the Board. The committee shall prepare a slate of nominations of Members for Directors 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 as a Director shall be accepted. The election will be by a show of hands unless a ballot is requested by any Member.

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

5.09 In a poll, votes will be given personally and not by proxy.

5.10 Officers shall be elected by the Board from among their Members at the first meeting of the Board after the annual election of the Board, provided that in default of such election the then incumbents being Members of the Board, shall hold office until their successors are elected.

5.11 Notices or communications shall be given and deemed to have been received by two or more of the following means,

- (a) mail,
- (b) email,
- (c) Association Newsletter,
- (d) public display/billboard,
- (e) Association web site,

(f) TV/radio/Newspaper,

(g) any other generally acceptable means of communication,

at least one of which shall be a minimum of twenty-one (21) days prior to the meeting.

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

5.13 In the event of matters rising not covered by the By-Laws, rules will be applied as stated in "Roberts Rules of Order".

6. DIRECTORS AND OFFICERS

6.01 The affairs of the Association shall be managed by a Board of not less than eight (8) Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a member of the Association. Each Director shall be elected to hold office until the Annual General Meeting, or until his/her successor shall have been duly elected or appointed. The election shall be by a show of hands unless a ballot is demanded by any Member.

6.02 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 six (6) per year, and shall be called by the President. A special meeting may be called on the instructions of any two (2) members of the Board, provided they request the President in writing to call such meeting, and state the business to be brought before the Meeting. Directors' Meetings shall be called by a minimum of fifteen (15) days' notice. Five (5) of the currently elected or appointed Directors shall constitute a quorum. 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 Directors' Meeting; otherwise such business shall be null and void.

6.03 Officers

By-Laws of Shawnee-Evergreen Community Association

The Officers of the Association shall consist of:

President,
Vice-President,
Secretary, and
Treasurer, or
Secretary/Treasurer, and
Past President

6.04 President

The President shall, when present, preside at all meetings of the Association and shall be an ex-officio member of all committees. The President shall prepare and issue notices of meetings. The President shall prepare and issue agendas for all Directors' Meetings. The President shall be the official spokesperson for the Association. The President will retain copies of correspondence for furtherance to his/her successor. He/she will be the primary signing authority for the Association. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.

6.05 Vice-President

The Vice-President shall act as President in the absence of the President and support him/her in carrying out his/her responsibilities.

6.06 Secretary

It shall be the duty of the Secretary to attend meetings of the Association and of the Board, and to keep accurate minutes. He/she shall have charge of the Seal of the Association which Seal, 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 the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have charge of all the Minutes of the Association and be under the direction of the President and the Board.

6.07 Treasurer

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever financial institution the Board may order. He/she shall promptly account for the funds of the Association and keep 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 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. The Treasurer shall cause to be kept a record of all the Members of the Association and their addresses

6.08 Past President

The Past President, if willing, shall provide continuity in the Board.

6.09 Other Directors

Other Directors will act in a position of trust for the Community and be responsible for the effective governance of the organization. They will take on responsibilities either personally or as a Committee chairperson for a specific area of interest (e.g. Traffic, Sports, Development, etc.). They will keep the Board apprised of their activities by reports at Directors' Meetings.

6.10 No Board member or members shall take it upon themselves to commit the resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted Directors' Meeting.

6.11 Vacancies on the Board, however caused, so long as five (5) Directors remain in office, may be filled by the Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual General Meeting of the Members. If there are not five (5) Directors, the remaining Directors shall forthwith call a General Meeting of the Members to fill the vacancies.

6.12 If any member of the Board 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 may declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General

Meeting.

6.13 The Directors shall have the power by a vote of a minimum of three-quarters (3/4) of the Board present 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 wilfully commits 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 Board at a Directors' Meeting.

6.14 There shall be a President, a Vice-President, a Secretary, a Treasurer, or Secretary/Treasurer or such other officers as the Board may determine from time to time.

6.15 In the absence of the President, his/her duties may be performed by the Vice-President and in his/her absence, such other Director as the Board may from time to time appoint for the purpose. In the absence of the Vice President or other officers, their duties may be performed by such other Director as the Board may from time to time appoint for the purpose.

6.16 Questions arising at any Directors' Meeting shall be decided by a majority of votes. All votes at any such meeting shall be taken by a show of hands or by ballot if so demanded by any Director present. A declaration by the Chairman that a resolution 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 of or against such resolution.

6.17 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 heirs, 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 or 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 and expenses which he/she sustains or occurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

6.18 Except in respect of an action by or on behalf of the Association or body corporate to procure a judgment in its favour, the Association shall indemnify a Director or officer of the Association, a former Director or officer of the Association or a person who acts or acted at the Association's request as a Director or officer of a body corporate of which the Association is or was a Member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Association or body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

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

6.20 The members of the Board shall receive no remuneration for acting as such and no Director or officer who is also a Director shall directly or indirectly receive any monetary profit from his position as Director or officer. The activities of the Association are carried on without purpose of gain for its Members and profits or other accretions of the organization shall not be used 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.

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

6.22 The Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special 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 Special 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 a Special Meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing.

6.23 A Director who is a party to a material contract or proposed material contract with the Association, or is a Director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association shall disclose fully the nature and extent of his interest. No such Director of the Association shall vote on any resolution to approve such contract. If a material contract is made between the Association and one or more of its Directors or officers, or between the Association and another person of which a Director or officer of the Association is a Director or officer or in which he has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a Directors' Meeting or committee of Directors that authorized the contract, and (ii) a Director or officer or former Director or officer of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director or officer, if the Director or officer disclosed his interest in accordance herewith and the contract was approved by the Board or the Members and it was reasonable and fair to the Association at the time it was approved.

6.24 No Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage

arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith with a view to the best interests of the Association, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a Director or officer from the duty to act in accordance with the Act or relieve him from liability under the Act. The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any Director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a Director or officer or shall be a member of a firm or a member, Director or officer of a body corporate which is employed by or performs services for the Association the fact of his being a Member, Director or officer of the Association or body corporate or member of the firm shall not disentitle such Director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

6.25 The Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Directors' Meeting remove any Officer before the expiration of his/her term of office, and may by a majority of the votes cast at the Directors' Meeting appoint any Director as an Officer in his/her stead for the remainder of his/her term. An Officer who has been recommended for suspension shall be given notice by the Secretary or the Secretary/Treasurer of the Association or by the President if the Officer to be removed is the Secretary or Secretary/Treasurer, at least one week prior to a Directors' Meeting at which the said Officer shall have the opportunity to be heard or to submit a statement in writing.

7. FINANCE, ACCOUNTS AND AUDIT

7.01 The books, accounts and records of the Treasurer shall be audited at least once a year and will consist of an audit of the Financial Statements by two Directors other than the President and Treasurer. Their statement of the audit of the financial statements and related records for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year of the Association shall end on a day in each year to be fixed by the Board.

7.02 All individual expenditures over \$200.00 must be approved by the Board, but any expenditure may be approved by acceptance and approval of a budget by the Board. Approval of expenditures of \$200.00 or less shall be the responsibility of the two (2) Directors who sign the reimbursement cheque.

7.03 All funds are to remain in the general or investment accounts of the Association. Any two of the following shall sign all cheques on the general account with the provision that any cheque payable to any of the following shall not be signed by him/herself.

President

Vice-President

Treasurer

Secretary

7.04 No money shall be borrowed by the Association except with the approval of special resolution of the Members of the Association.

8. SEAL

8.01 The seal of the Association shall be such that the Board may from time to time adopt. The Secretary shall have custody of the seal.

9. ALTERATION OF BY-LAWS

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

9.02 "Special Resolution" means:

- (a) a resolution passed

- (i) at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (ii) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person.
- (b) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or
- (c) a resolution consented to in writing by all the Members who would have been entitled at a general Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

10. MINUTE BOOK

10.01 The Board will ensure that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and promptly kept.

10.02 The Secretary or other officer directed by the Board 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.

10.03 The Minute Book will contain the following information:

- (a) Certificate of Incorporation.
- (b) A copy of the Objects of the Association, and any special resolution altering the Objects.
- (c) A copy of the By-Laws and any special resolution altering the By-Laws.
- (d) Copies of originals of all documents, registers and resolutions required by law.
- (e) Copies of originals of all financial statements prepared by the auditor of the Association.

- (f) Copies of all other documents directed to be inserted into the Minute Book by the Board.

11. INSPECTIONS

11.01 The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided herein or at any time 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 Family 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 Board.



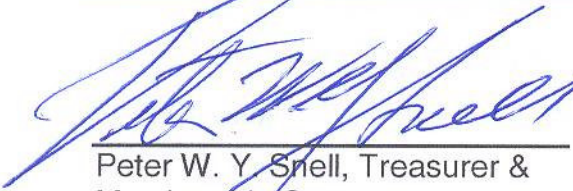
12. DISTRIBUTION OF PROPERTY

12.01 General

Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

By-Laws of Shawnee-Evergreen Community Association

DATED this 21st day of November, A.D. 2007.

<u>Name (Signature)</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
 Guy Matheson, President	14645 6th Street SW Calgary, Alberta T2Y 3S1	Oil and Gas Management Consultant
 Eric Roberts, Vice President & Secretary	108 Shawnee Place SW Calgary, Alberta T2Y 1X1	Business Manager
 Peter W. Y. Snell, Treasurer & Membership Secretary	1058 Shawnee Road SW Calgary, Alberta T2Y 1W5	Retired