



The Oakridge Community Association

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**AMENDED AND RESTATED BYLAWS OF THE OAKRIDGE COMMUNITY
ASSOCIATION**

AS OF SEPTEMBER 16, 2024

BYLAWS

TABLE OF CONTENTS

Section	Page #
ARTICLE I DEFINITIONS	1
ARTICLE II NAME AND BOUNDARIES	2
ARTICLE III MEMBERSHIP	2
ARTICLE IV BOARD OF DIRECTORS	3
ARTICLE V OFFICERS	6
ARTICLE VI STANDING COMMITTEES	8
ARTICLE VII REMOVAL OF DIRECTORS.....	9
ARTICLE VIII FINANCE ACCOUNTS AND AUDIT	9
ARTICLE IX INSPECTIONS	10
ARTICLE X ANNUAL and SPECIAL MEETINGS.....	10
ARTICLE XI ELECTIONS AND VOTING.....	11
ARTICLE XII NOTICES.....	12
ARTICLE XIII ADJOURNMENT OF MEETINGS	12
ARTICLE XIV ALTERATION OF BYLAWS	13
ARTICLE XV MINUTE BOOK.....	13
ARTICLE XVI DISSOLUTION OF THE OCA.....	13
ARTICLE XVII AMENDED AND RESTATED BYLAWS	13

**ARTICLE I
DEFINITIONS**

1.1 **“ACT”** means the Societies Act (Alberta) and any statute that may be substituted thereof, as from time to time amended.

“ANNUAL MEETING” means the ANNUAL MEETING of the MEMBERS.

“APPOINT” includes “elect” and vice versa.

“BOARD” means the BOARD OF DIRECTORS of The Oakridge Community Association.

“BOUNDARIES” is defined in section 2.2.

“BYLAWS” means these Amended and Restated Bylaws of The Oakridge Community Association.

“DIRECTOR(S)” means a member of the BOARD.

“EXPIRY DATE” has the meaning ascribed in section 3.3.

“MEETING” means ANNUAL GENERAL MEETING or SPECIAL MEETINGS as the context may require.

“MEMBERS” means any person of the OCA and MEMBER means any one of them.

“OBJECTS” means the object of the OCA filed in accordance with the Act.

“OFFICER” has the meaning ascribed in Article V.

“OCA” means The Oakridge Community Association.

“SPECIAL MEETING” means a SPECIAL MEETING of the MEMBERS.

“SPECIAL RESOLUTION” means:

- (a) a resolution passed:
 - (i) at a 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 or by proxy,

- (b) a resolution proposed and passed as a SPECIAL RESOLUTION at a GENERAL MEETING or a SPECIAL MEETING of which less than 21 days' notice has been given, if all the MEMBERS entitled to attend and vote at the general MEETING OR SPECIAL MEETING so agree, or
- (c) a resolution consented to in writing by all the MEMBERS who would have been entitled at a GENERAL MEETING or SPECIAL MEETING to vote on the resolution in person or, where proxies are permitted, by proxy.

“STANDING COMMITTEE” has the meaning ascribed in Article VI.

- 1.2 Unless otherwise defined herein words and expressions defined in the BYLAWS have the same meanings when used herein; and words importing the singular numbering include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.
- 1.3 “Hereof”, “herein”, hereunder” and similar expressions refer to the BYLAWS and not to any particular section, and the terms “section” and “Article” followed by a number, roman numeral and or a letter refers to the specified section, sub-section or Article of the BYLAWS.

ARTICLE II NAME AND BOUNDARIES

- 2.1 The name of the OCA shall be THE OAKRIDGE COMMUNITY ASSOCIATION.
- 2.2 The boundaries of the OCA are to be known as that geographical area of the City of Calgary bounded by Glenmore Reservoir on the north, Twenty-Fourth Street West on the East, Southland Drive West on the South and the undeveloped Thirty-Seventh Street West Road allowance on the west (the “**Boundaries**”).

ARTICLE III MEMBERSHIP

- 3.1 Any individual residing within the Boundaries, upon payment of the requisite fee as may be prescribed by the BOARD and being of full age of 18 years, may become a MEMBER.
- 3.2 In addition to section 3.1 hereof, the BOARD may designate additional classes of membership in the OCA including, but not limited to, honorary membership, associate membership (member but not residing within Oakridge as defined in 2.2), corporate membership and family membership. The BOARD may, acting in good faith and in the best interests of the OCA, prescribe such membership

fee and such terms of membership as are appropriate to the particular designated class of membership.

- 3.3 All memberships in the OCA shall automatically terminate on the **30th day of April**, or such other date as the BOARD may decide (the "Expiry Date"), unless the MEMBER, on or before the Expiry Date, renews the membership in the OCA by paying the fee prescribed by the BOARD (if any) for the ensuing year.
- 3.4 Any MEMBER wishing to withdraw from membership may do so upon a notice in writing to the BOARD through the General Manager, The Oakridge Community Association, 9504 Oakfield Drive SW, Calgary, Alberta T2V 0L1, or via e-mail at OAKCOMM@TELUS.NET.
- 3.5 Any member upon a majority vote of all MEMBERS may be expelled from membership for any cause which the OCA may deem reasonable.
- 3.6 A MEMBER who has been recommended to be expelled shall be given notice by the General Manager of the OCA at least one (1) week prior to the MEETING at which time said MEMBER shall have the opportunity to be heard or to submit a statement in writing.
- 3.7 Any MEMBER who has been expelled and declared to be not in good standing may upon application for reinstatement to the OCA membership, be reinstated by a majority affirmative vote of the MEMBERS.
- 3.8 Notwithstanding section 3.2, any person not residing within the boundaries of the OCA may become an **associate** MEMBER of the OCA, but that person shall not be entitled to vote at Meetings nor to serve on the BOARD.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 The affairs of the OCA shall be managed by a BOARD of not less than eight (8) nor more than sixteen (16) DIRECTORS, each of whom; at the time of his/her election, and throughout his/her term of office, shall be a MEMBER. Each DIRECTOR shall be elected to hold office for a three (3) year term commencing on the date of the ANNUAL GENERAL MEETING that they were was elected or until their successor shall have been duly elected. At each ANNUAL GENERAL MEETING up to six (6) Directors or as many as needed to fill vacancies shall be elected by vote of the MEMBERS present. The term of office of the Directors shall be staggered so that up to one-third ($\frac{1}{3}$) of the DIRECTOR positions shall be available for election each year. The election shall be by a show of hands unless a ballot is demanded by any MEMBER.

- 4.2 The BOARD shall, subject to the BYLAWS or directions given it by majority vote at any MEETING duly convened, have full control and management of the business and affairs of the OCA, and Meetings of the BOARD shall be held as often as the business of the OCA shall require, and at least once every month except during the months of July and August, and shall be called by the President. A MEETING may be called at the instructions of any two (2) BOARD members, provided they request to the President in writing to call such MEETING, with a written copy to all other BOARD members, and state the business to be brought before the MEETING. Meetings of the BOARD shall be called upon giving fifteen (15) days notice in writing mailed to each BOARD member or by seven (7) days notice by telephone, text or email. Five (5) BOARD members 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 MEETING of the BOARD; otherwise, such business shall be null and void.
- 4.3 Any meeting of the BOARD or BOARD committees may be conducted:
- (a) In person;
 - (b) Electronically, that permits participation by video and/or audio, voting, the identification of participants who seek recognition to speak, and the display of motions, subject to any rules regarding participation in an electronic meeting that the BOARD may promulgate; or
 - (c) A combination of in person and electronic means that satisfies the requirements prescribed in subsection 4.3 (b); and
 - (d) For the purposes of voting and notwithstanding any other provision of the law to the contrary, voting by electronic means shall be deemed to be as if such vote was cast in person at a meeting of the BOARD and shall not be considered to be a written resolution.
- 4.4 Questions arising at any MEETING of the BOARD 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 chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without further proof.
- 4.5 For BOARD business, electronic voting by email will be deemed acceptable for time sensitive matters. All BOARD members must use "Reply All" when voting to ensure all DIRECTORS are informed of all votes. A complete record of the vote, including the details of the matter being put to a vote, the results of the vote, and how each DIRECTOR voted will be made part of the minutes of the next BOARD Meeting.

- 4.6 No BOARD member or MEMBERS shall take it upon themselves to commit the time, resources, or finances of the OCA, its BOARD or staff without prior approval of such a commitment at a duly convened MEETING of the BOARD.
- 4.7 Vacancies on the BOARD however caused, so long as a quorum of Directors remains in office, may be filled by the Directors prior to the next Annual Meeting and such appointment shall be deemed to be effective until the next ANNUAL GENERAL MEETING. Otherwise, such vacancies shall be filled at the next ANNUAL GENERAL MEETING at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a MEETING of the MEMBERS to fill the vacancies.
- 4.8 A DIRECTOR ceases to be a DIRECTOR 3 months after they cease to be a MEMBER by no longer residing within the Boundaries. Until the end of such 3 month period, the DIRECTOR shall continue to perform that Director's duties.
- 4.9 If any member of the BOARD shall resign their office, or without reasonable excuse be absent from three (3) or more Directors Meetings, they be suspended or expelled from the board, the Directors shall declare their office vacated and may appoint a successor in their place to hold office until the next ANNUAL GENERAL MEETING.
- 4.10 The BOARD shall have the power by a vote of three-quarters ($\frac{3}{4}$) of those present to expel or suspend any member of the BOARD whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the OCA or who willfully commits a breach of the BYLAWS. No member of the BOARD shall be expelled or suspended without being notified of the charge or complaint against them or without having first been given an opportunity to be heard by the BOARD at a MEETING called for that purpose.
- 4.11 Each DIRECTOR shall be deemed to have assumed office on the express understanding and agreement and condition that every DIRECTOR of the OCA and their heirs, executives, 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 OCA 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 them for in respect of any acts, deed, matter or thing whatsoever made, done or permitted by them or any other DIRECTOR or DIRECTORS in or about the execution of their or their office, and also from and against all other costs, charges and expenses which they sustain or occur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect.

- 4.12 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 the BOARD duly called and convened.
- 4.13 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 profit from his/her position as DIRECTOR or OFFICER. The activities of the OCA are carried on without purpose of gain for the MEMBERS and profits or other accretions of the organization shall not be used to promote their personal objectives. Such action would constitute violation of the BYLAWS and jeopardize the status of the DIRECTOR according to the procedure.
- 4.14 The BOARD may from time to time the appoint such Officers and agents and authorize the employment of such person as they deem necessary to carry out the OBJECTS 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.
- 4.15 Notwithstanding any other provision of the law to the contrary, every director and officer of the OCA, in exercising his or her powers and discharging his or her duties, shall:
- (a) act honestly and in good faith with a view to the best interests of the OCA; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE V OFFICERS

- 5.1 The Officers shall be members of the BOARD and shall be elected by the BOARD at a meeting of the BOARD. The Officers shall carry out the day-to-day administration of the affairs of the OCA and the requirements of these BYLAWS within the constraints set from time to time by the BOARD. Meetings of the Officers shall be held as often as the business of the OCA shall require, and at least once every month, and shall be called by the President. The Officers shall be elected in the manner set forth in Article XI.

5.2 Officers

The Officers of the OCA shall consist of:

President

Vice-President

Secretary

Treasurer

Past President

5.3 President

The President shall, when present, preside at all Meetings of the OCA and shall be an ex-officio member of all committees. The President shall prepare all OFFICER and BOARD agendas. The President shall be an official spokesman for the OCA and be the primary signing authority for same. The President shall coordinate the overall functioning of the BOARD and delegate duties accordingly.

5.4 Vice President

The Vice President shall act as President in the absence of the President and duties of the President set out in section 5.3.

5.5 Secretary

It shall be the duty of the Secretary to attend all Meetings of the OCA and of the BOARD, and to keep accurate minutes of the same. The Secretary shall have charge of the seal of the OCA which seal, whenever used, shall be authenticated by the signatures of the Secretary and the President, or in the case of the death or inability of to act, by the Vice President. In case of the absence of the Secretary, their duties shall be discharged by such Officer as may be appointed by the BOARD. The Secretary shall have charge of all the correspondence of the OCA and be under the direction of the President and the BOARD. The Secretary delegate to the General Manager to keep a record of all MEMBERS and their addresses, will be kept confidential, cause to send all notices of the various Meetings as required and shall collect and receive the annual dues or assessments levied by the OCA, if any, such monies to be deposited in a chartered bank as hereinafter required. The Secretary may delegate duties.

5.6 Treasurer

The Treasurer shall receive all monies paid to the OCA and shall be responsible for the deposit of same in whatever bank the BOARD may order. The Treasurer shall promptly account for the funds of the OCA and keep such books as maybe directed. The Treasurer 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 OCA and submit a copy of the same to the Secretary for the records of the OCA. The Treasurer may delegate duties.

5.7 Past President

The Past President shall provide continuity to the Officers and shall be an advisor to the BOARD and shall act as advisor to the Nominating Committee in preparation for annual elections of the Directors.

**ARTICLE VI
COMMITTEES**

6.1 The following committee shall be a standing committee:

(a) Nominating Committee

The Nominating Committee shall consist of a minimum of, but not limited to, two (2) MEMBERS of the existing BOARD, plus one (1) external MEMBER.

The Nominating Committee shall perform the following duties:

- (i) to interview all current midterm Directors to determine their willingness to continue to serve on the BOARD;
- (ii) to determine whether or not those Directors whose terms are expiring are willing to stand for re-nomination to a further year three-year term or alternatively, when circumstances indicate that a replacement candidate should be found, to search out and interview possible candidates to present to the MEMBERS at the ANNUAL GENERAL MEETING;
- (iii) to make recommendations to the BOARD regarding replacement of Directors who for whatever reason, cannot continue in their position on the BOARD until the completion of their term of office;

- (iv) to search out, interview and provide orientation for new candidates for committee work and to maintain a file of expertise which is available to the OCA for assignments to committees or for specific tasks; and
- (v) to interview all current midterm Officers to determine their willingness to continue to serve as Officers.

(b) The BOARD may appoint other standing committees from time to time.

6.2 AD Hoc Committees

Ad hoc committees may be created by the BOARD for specific duties not included in the mandate of the Standing Committees. Prior to being established, ad hoc committee must have stated a goal and a budget before being presented to the BOARD for approval.

ARTICLE VII REMOVAL OF DIRECTORS

7.1 The MEMBERS may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a MEETING of which notice specifying the intention to pass such a resolution has been given, remove any Directors before the expiration of their term of office, and may by a majority of the votes cast at the MEETING elect any person in their stead for the remainder of their term. A DIRECTOR who has been recommended for expulsion shall be given notice by the Secretary of the OCA at least one week prior to the MEETING at which the said DIRECTOR shall have the opportunity to be heard or to submit a statement in writing.

ARTICLE VIII FINANCE ACCOUNTS AND AUDIT

8.1 The books, accounts and record of the Secretary and Treasurer shall be audited at least once per year by a 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 GENERAL MEETING of the OCA. The fiscal year end of the OCA is April 30.

8.2 All expenditures over \$5000 must be approved by the BOARD, but such expenditures may be approved by acceptance and approval of a budget by the BOARD.

- 8.3 Operation accounts may be established for any committee or for routine operations of the OCA to which the Directors may transfer funds or allow funds to remain for approved budget expenditures. All other funds are to remain in the general account of the OCA and any two of the following shall sign all the cheques on the general account:
- (a) Treasurer;
 - (b) President;
 - (c) Vice President; and
 - (d) General Manager of the OCA may, from time to time, be designated by the BOARD as having signing authority on behalf of the OCA.
- 8.4 No money shall be borrowed by the OCA except with the approval of a SPECIAL RESOLUTION of the MEMBERS provided, however, that the BOARD may borrow such amount as it can show will be paid from general revenues.
- 8.5 The President and Treasurer jointly are authorized on behalf of the OCA to sign securities or instruments held by the OCA.

ARTICLE IX INSPECTIONS

- 9.1 The books and records of the OCA may be inspected by any MEMBER at the ANNUAL GENERAL MEETING provided or herein or at any time at the registered office of the OCA upon giving reasonable notice and arranging a time satisfactory to the OFFICER or Officers having charge of same. Each DIRECTOR shall at all times have access to such books. No person not being a MEMBER has any rights of inspecting any account or book or documents of the OCA except as conferred by law or authorized by the BOARD.

ARTICLE X ANNUAL and SPECIAL MEETINGS

- 10.1 The ANNUAL GENERAL MEETING of the OCA shall be held on or before September 30 of each year, of which MEETING due notice shall be given to all MEMBERS eight (8) days prior to the ANNUAL GENERAL MEETING.
- 10.2 A SPECIAL MEETING shall be called by the President or Secretary upon receipt by him/her of a petition signed by one-third ($\frac{1}{3}$) 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 twenty-one (21) days prior to the MEETING.

10.3 A quorum at any MEETING shall consist of ten (10) MEMBERS.

10.4 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 of Directors;
- (d) Reports from standing committees;
- (e) Appointment of qualified Auditors for ensuing year;
- (f) Any other business of the OCA accepts. No vote shall be taken upon any matter which notice of a SPECIAL RESOLUTION is required unless such notice has been given; and
- (g) The order of business of the 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 OCA shall precede the election of the Directors and the appointment of Auditors.

ARTICLE XI ELECTIONS AND VOTING

11.1 Elections for the BOARD shall be held at the ANNUAL GENERAL MEETING.

11.2 The presiding BOARD shall three (3) months prior to the ANNUAL GENERAL MEETING appoint the Nominating Committee in accordance with paragraph 6.1(a).

11.3 The list of nominees prepared by the nominating committee in accordance with paragraph 6.1(a) shall presented to the MEMBERS at the ANNUAL GENERAL MEETING. Nominations from the floor for position as a DIRECTOR shall be accepted at the ANNUAL GENERAL MEETING. The election shall be by a show of hands unless a ballot is requested by any MEMBER. A simple majority of votes shall determine the election of any DIRECTOR so nominated. At an ANNUAL GENERAL MEETING where there are more nominees for the BOARD than positions to be filled, a runoff vote will be taken to determine which nominees shall sit on the BOARD and the determination as to such nominees shall be made by majority vote of the MEMBERS present at the ANNUAL GENERAL MEETING. The vote for such runoff vote shall be done by ballot.

- 11.4 Every MEMBER in good standing is entitled to one vote cast by that MEMBER. Any such vote must be made in person and cannot be cast by proxy or otherwise.
- 11.5 At the conclusion of the President's term the BOARD shall recommend the new President for election at the first MEETING of the BOARD after the annual election of the BOARD.
- 11.6 The Nominating Committee and the new President shall jointly recommend to the BOARD the balance of the new Officers at the first MEETING of the BOARD following the election of the BOARD. The BOARD shall elect the balance of new Officers at the first meeting of the BOARD following the election of the BOARD.
- 11.7 For all other MEETINGS of the OCA (including SPECIAL MEETINGS), any MEMBER who is a MEMBER in good standing shall have the right to vote at such MEETING of the OCA. Such votes must be made in person and not by proxy or otherwise. Any vote taken at such a MEETING shall be by a show of hands unless a ballot is requested by any MEMBER. Except where a SPECIAL RESOLUTION is required, a simple majority of votes shall determine the outcome of any resolution put forth and voted on at any such MEETING.

ARTICLE XII NOTICES

- 12.1 Written notices or communications directed to the last known address of the member of record shall be deemed to have been validly given if sent in writing at the street address for such MEMBER recorded with the OCA or by phone or by text or by email at the email address for such MEMBER recorded with the OCA or by publication in a local newspaper of general circulation. The notice shall also be posted on the OCA's website and social media sites.
- 12.2 No error or omission in giving notice of any ANNUAL GENERAL MEETING or SPECIAL MEETING invalidates the MEETING or makes void any proceedings taken.
- 12.3 A MEMBER may at anytime waive notice of any MEETING.

ARTICLE XIII ADJOURNMENT OF MEETINGS

- 13.1 Any Meetings of the OCA or of the Directors may be adjourned at any time and from time to time and business may be transacted at the adjourned MEETING as might have been transacted at the original MEETING from which adjournment took place. No notice shall be required of any adjournment.

**ARTICLE XIV
ALTERATION OF BYLAWS**

14.1 The BYLAWS of the OCA will not be altered except by a SPECIAL RESOLUTION.

**ARTICLE XV
MINUTE BOOK**

15.1 The Directors will ensure that all necessary books and records of the OCA required by the BYLAWS of the OCA or by any applicable statute or law are regularly and promptly kept.

15.2 The Secretary or other OFFICER directed by the BOARD will maintain, have charge of the minute book of the OCA and will record or cause to be recorded in it the minutes of all proceedings of all Meetings of MEMBERS and Directors.

15.3 The minute book will contain the following information:

- (a) Certificate of incorporation;
- (b) A copy of the Objects of the OCA, and any SPECIAL RESOLUTION altering the Objects;
- (c) A copy of the BYLAWS and any special resolution altering the BYLAWS;
- (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 OCA; and
- (f) Copies of all other documents directed to be inserted into the Minute Book by the BOARD.

**ARTICLE XVI
DISSOLUTION OF THE OCA**

16.1 Upon the dissolution of the OCA and upon payment of all debts and liabilities, the remaining property of the OCA shall be distributed to one or more recognized charitable organizations in Calgary.

**ARTICLE XVII
AMENDED AND RESTATED BYLAWS**

17.1 These Bylaws are amended and restated as of September 16, 2024, and take effect as of September 16, 2024, and supersede and replace all prior bylaws and amendments.