Society Bylaws

Hawks Landing Community Association

The name of the Association is Hawks Landing Community Association hereinafter referred to as the Association.

This Document sets forth the Bylaws for the Association and shall regulate the business and affairs of the Association.

Table of Contents:

1.0 - Definitions:

“3rd Party” – A Company or Individual not a current Board member.

“AGM” – Annual General Meeting

“Association” The Hawks Landing Community Association – also known as HLCA.

“Board” means the board of Directors of the HLCA.

“Bylaw” – means the bylaw and any other bylaw of the association as amended and which are, from time to time, in force and effect.

“Director” means a member of the current board in good standing with the association.

“Majority Vote” means more than 50% of the votes cast by voting members or Directors eligible to vote who are present at the applicable meeting of the HLCA or the board meeting respectively, except as otherwise noted in these bylaws.

“Member” means a single and current representative of a residential homeowner of any one of the (3) three sub communities.

“Policies and Procedures” means the administrative rules and practices created and amended by the board with respect to the governance of the association, which rules and practices may elaborate on, and must be consistent with, these By-Laws.

“Residential homeowner” means one (1) individual of every residence located in one of the three (3) sub communities.

“SGM” Special General Meeting.

“Sub Communities” A residence located in Hawks Landing, The Timbers, or Hawks Nest.

2.0 - Membership:

Membership is automatic upon purchase of a residential property at one of three sub communities (Hawks Landing, The Timbers or Hawks Nest). The Membership is limited to a single representative for each residential property. Membership will cease as a residential unit is sold. The new homeowner will automatically become a member. All voting members must reside in one of three sub communities: Hawks Landing, The Timbers, or Hawks Nest.
Any Member wishing to withdraw from membership may do so upon a notice in writing to the board through its secretary.

3.0 - Board of Directors:

Number of Directors:
The Board shall consist of up to nine (9) directors with a minimum of five (5) Directors. Board members shall be elected by those members present at the AGM. Members can pre-vote for a potential elected Board member via email through the HLCA webpage up to 21 days prior to the called AGM date.

4.0 - Nominations:

All nominees must be current members living in one of the three sub communities. Nominees shall provide written notification to the existing board with their intentions for nominating for an upcoming vacant board position(s).
All elections shall be held at the AGM except for filling board vacancies during the year which can be done with a simple majority vote of the current Board of directors.

Only one Resident form each household can sit on the board at one time.

5.0 - Term and Limitations:

Elected Board of directors of the association, shall be elected at the AGM and shall hold office for a term of two (2) years.

Approximately one half of the board members shall retire at each yearly AGM. At which Directors are to be elected at the said yearly AGM. These retired Directors can be eligible for re-election if otherwise qualified to a maximum of three (3) terms to a maximum of six (6) years.
A Director who has held office for six (6) consecutive years shall not be eligible for re-election without a special resolution of the membership. A member shall be eligible to serve again as an officer following an absence from the board for one year.
A Director shall retain office until the dissolution or adjournment of the meeting of members at which are elected.
Office of the Director shall, ipso facto, be vacated:
Upon the death of a Director or, if by notice in writing to the board, he/she resigns office or, If he/she is no longer a current member of the association.

6.0 - Governance:

Board of Directors:
Each Director shall be a current member of the Association at the time of election or appointment and throughout their term as a Director.
No Director of the Association may receive any payment for their services as a director.
Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.
Following each election, those individuals elected as Directors must review and sign the Code of *Conduct for Directors* and adhere to the terms and conditions contained therein. If an individual refuses to sign the document and/or adhere to its terms and conditions, they must offer their resignation to the Board immediately.
At the first board meeting – all Directors are required to review and sign all current procedures and policies put in place by previous Boards.
If the office of the President, Vice President, Secretary or Treasurer become vacant, a vote of majority of the board of directors shall be necessary for the temporary election of appointment of a director to fill such vacancy or vacancies. Until such time a SGM can be held to allow the members of the association to vote in a new President, Vice president, Secretary or Treasure.

6.0a Removal of a Director:

Director(s) may be removed by the membership by majority vote at a SGM called for that purpose. Including, but not limited to, the following:

A) Who fails to act in concert with the objectives of the association, goals and resolutions of the Board; Or
B) Whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the association; Or
C) Who willfully breaches the Bylaws, code of conduct for Directors or Policy and procedures of the Association.

The affected Director will be notified in writing, a minimum of 14 days before the meeting, of the Membership's intention to consider the expulsion and the location and time of meeting.

The Board will have the power by two-thirds (2/3) majority of the voters cast by the directors present to remove any director from office.

7.0 - Powers and Duties of the Board

The Board governs and manages the affairs of the Association.
The powers and duties of the Directors shall include (but not be limited to):
Promoting the objectives of the Association.
Holding meetings as herein set forth.
Maintaining and protecting the assets and property (if any) of the Association.
Making policies, procedures, rules and regulations for the management and operation for the Association.
Approving an annual budget for the Association.

8.0 - Description of Directors:

8.1 - President:

The President shall be the Chairman of the Board. The title Chairman may be substituted for the title President.
The President shall:
Call meetings of the Board, and if present, preside at all meetings of the members and Directors.
Sign all instruments which require the signature of the President; perform all duties Incidental to the office and shall have such other powers and duties as may, from time to time, be assigned to him/her by the Board.

8.2 - Vice- President:

The Vice President shall be vested with all powers and shall perform all the duties of the President, in the absence or inability or refusal to act of the President. The Vice President shall also have such other powers and duties as may, from time to time, be assigned by the Board.

8.3 - Treasurer:

The Treasurer shall:
Have the care and custody of all the finds and the securities of the association and shall keep proper books of accounting there funds shall deposit the funds in the name of the association in such bank or with such depository or depositories and in such a manner as the Board may, from

time to time, direct; at all reasonable times, exhibits his/her books and accounts to any director of the association upon application of the association, sign and countersign such instruments as required signatures, save that an association cheques will require a counter signature by another Director, perform all duties incident to his/her office or that are properly required of him/her by the Board.

8.4 - Secretary:

The Secretary shall:

Issue or cause to be issued notices for all meetings of the board of directors when directed to do so; be responsible for the preparation and custody of the minutes for the association and directors. Have charge of the minute books of the association, sign, with the President or and the directors, of the association, such instruments as require the signature of the secretary; perform such other duties as the terms of the engagement call for or as the board may from time to time, properly require of the office.

The Secretary, or some other director especially charged with the duty, shall keep, or cause to be kept a book or books which may be kept in an electronic manner, wherein shall be recorded:

The names, alphabetically arranged, of all current members.

The address, email, phone number of all current members, as far as can be ascertained.

The names, address, and callings of all persons who are to have been directors of the association, with dates at which each became or ceased to be such director.

Paying all expenses and receiving all revenues in the operation and management of the Association.

Undertaking, through whatever means the Board determines is advisable, to further the financial position of the Association, including fundraising activities, investments and to make whatever expenditures as are necessary to carry out its activities.

Ensuring that all books and records of the Association required to be created and maintained by these By-laws, by the Act, by any other applicable statute or law are regularly and properly kept, including an updated register of Members.

Ensuring that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained.

Managing, selling, leasing, disposing of or otherwise dealing with the property (if any) of the Association, and entering into contracts on behalf of the Association.

Filing such returns, reports, and other materials as are required to be submitted under the Act, other statutes, or laws.

Delegating its powers and duties to the Committee or to the directors of the Association as they determine to be effective.

9.0 - Board Meetings:

The Board shall, subject to the bylaws or directions given by the majority, vote at any meeting properly call and constituted, have full control and management of the affairs of the association. All meetings to be open and made public to all current members of the HLCA.

10.0 - Calling of Board Meetings:

Meetings of the board shall be held as often as may be required, but at least once every three months, and shall be called by the President. Meetings shall be called with 14 days' notice. Notice in writing to each member. Or by way of the HLCA web pages or social media options.

11.0 - Annual General Meeting:

The HLCA shall hold an AGM on or around April 30 in each year, of which 30 days' notice is required. Notice shall be in writing to each member, or by way of the HLCA web pages or social media options.

12.0 - Special General Meetings:

A SGM may be called on the instruction of any two board members (or as described in item13.0) provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.
Meeting of the board shall be called 14 days' notice in writing to each member or by way of the HLCA web pages or social media options.

13.0 – Quorum:

4 Board members at each called board meeting shall constitute a quorum.
In the event the Board reduces to less than the required quorum. An SGM will be called based on the by-laws to allow the members to vote for the required Board of directors to reach Quorum.

14.0 - Meeting Rules of Governance:

All meetings shall be guided by Robert's Rules of Order.

15.0 – Voting:

Voting is to be determined by a majority of present Board members. In case of a tie the President has the deciding vote.

16.0 - Finance and Audit:

The Directors designated under these By-laws shall be the signing authorities on the Association's bank accounts. Two signatures of Directors are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them. However, any cheque payable to a Director or to a person with whom a Director is legally related shall not be signed by that Director.
An annual audit of the books, accounts and records of the Treasurer shall be conducted on a date set by the Board, in time to be presented at the AGM. A 3rd party duly qualified auditor shall be appointed annually by the President, with approval of the Board, and ratified by the Members at the AGM.
Acceptance and approval of the budget is approval of any expenditure therein.
For the purpose of carrying out its objectives, the Board may borrow or secure money in the manner it sees fit. However, this shall only be exercised if at an AGM or a SGM, a 75% majority of the members present vote in favor of a special resolution to borrow or secure money. This does not apply to fundraising or grant writing. Electronic voting can be accepted in order to achieve the required number of votes.

17.0 – Minute Book:

The Secretary or other Director directed by the Board, shall maintain, and have charge of the minute book of the Association and shall record or cause to be recorded in it the minutes of all proceedings of all AGM's, SGM's and meetings of the Board.
The Minute Book shall contain the following information:
A copy of the Certificate of Incorporation of the Association.
A copy of the Objectives of the Association and any Special Resolution altering the Objectives.
A copy of the By-laws of the Association and any Special Resolution altering the By-laws.
A copy of the Policies and Procedures.
A copy of originals of all documents, registers and resolutions required tobe maintained or filed by the Societies Act, or other statute.
A copy of the audited financial statements for the preceding Fiscal Year; and
A Copy of each other document directed by the Board to be inserted into the Minute Book.
Inspection of the Books:
Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, The minute book of the association may be inspected by any member, at any time, at a mutual location upon giving reasonable notice.
Other records of the association are open for inspection, except for the records that the board designates as confidential.

18.0 - Liability and Indemnification:

Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in their role for the association. The Association does not protect any Director for acts of fraud, dishonestly, *or* bad faith.

No Director is liable for the acts of any other Director. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No director is liable for any loss due to oversight or error in judgment, or by any act in their role for the Association, unless the act is fraud, dishonesty, or bad faith.

Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

No member shall be liable in the member's individual capacity for any debt or liability of the Association.

19.0 – Amendments:

These bylaws shall not be rescinded, altered or added to except by special resolution passed at a AGM or SGM. Such amendment will take effect only after successful filing with the Corporate Registries Office, The Statement of Philosophy which includes the Policies and Procedures of the Association is deemed to form its governing guild line and may be amended by the Board. These amendments must be disclosed at the next AGM. Any questions of procedure not provided for in these Bylaws, the statement of Philosophy or act shall be decided upon the Board Members.

20.0 - Dissolution:

If by special resolution it is determined to dissolve or wind up the Association, after fulfilling all legal and legislated obligations any remaining assets will be distributed to one or more charitable organizations in Canada. A committee will be formed, comprised of the President, The Treasurer, two Directors, and minimum of two Members at large, to manage the disposition of the assets and the dissolution of the Association.

Date Amended: ______________________________

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.

Print Name: ______________	Address:		
		Priddis Greens	AB
	House #	City	Prov.