

## EVERGREEN and ASPEN RIDGE COMMUNITY ASSOCIATION

Preamble: In the event of any question as to the meaning or interpretation of any Bylaw of the Corporation, the interpretation of the Board of Directors shall be final and conclusive.

### ARTICLES OF INCORPORATION

#### Article One: Name of the Corporation

- 1.1 The name of this association shall be the Evergreen and Aspen Ridge Community Association Inc., also known as the EARCA hereinafter called "The Association".

#### Article Two: Registered Office

- 2.1 Evergreen and Aspen Ridge Community Association  
Mailing address is to coincide with the current mailing address of the sitting President

The Association may, at their discretion by resolution of the Board, change the location of the registered office of the Association.

#### Article Three: Class of Membership

- 3.1 There shall be one class of membership.
- 3.3 Memberships are available to any person registering for programs.
- 3.4 Any individual or family who has paid the required fee to the Association shall be considered a member in good standing. A member in good standing is entitled to the rights and privileges of the Association. Members holding a position within the Executive of the Association will be allowed voting rights.

#### Article Four: Right to Transfer Membership Interests

- 4.1 None.

#### Article Five: Number of Directors

- 5.1 Minimum of (5) maximum of (20)

#### Article Six: Type of Corporation

- 6.1 The Association is a Non-Profit Corporation Sub Entity, Saskatchewan Non-Profit Corporation.

#### Article Seven: Restrictions

- 7.1 None

## **Article Eight: Dissolution of the Corporation**

- 8.1** If the Community Association Executive concludes that it can no longer function as a viable organization then dissolution may be considered. This action should be implemented only after it has been identified that no future purpose for the Association's existence can be identified.
- 8.2** Upon dissolution, all remaining assets shall be donated to a charitable or non-profit organization identified and approved by the Association membership at the same meeting as dissolution was approved. If no such directive is issued, the beneficiary shall be chosen at the discretion of the trustees.

## **BYLAW 1 – INTERPRETATION**

- 1.1 In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:
- (a) ``Act`` means *The Non-Profit Corporations Act* of Saskatchewan, or its successor, as from time to time amended;
  - (b) ``Articles`` means the Articles of Incorporation filed pursuant to the Act, as from time to time amended or restated;
  - (c) ``Board`` means the Board of Directors of the Corporation;
  - (d) ``Corporation`` means the Evergreen Community Association Inc.;
  - (e) ``Members`` means the members of the Corporation;
  - (f) ``Ordinary Resolutions`` means a resolution passed by a majority of votes cast;
  - (g) ``Special Resolution`` means a resolution passed by two-thirds of votes cast.

## **BYLAW 2 – OBJECTIVES**

- 2.1 The Corporation has been incorporated to serve the neighbourhood within the City of Saskatoon defined by the following boundaries: McOrmond Drive to the North, U of S East Management Area 718 to the East, Silverspring neighbourhood to the West, and the Forestry Farm boundary to the South, (hereinafter, ``the Neighbourhood``).
- 2.2 The objectives of the Corporation are:
- (a) to promote and assist in the development of the sports, recreational, and social well-being of the residents within the Neighbourhood;
  - (b) to encourage a sense of community and work to improve the quality of life of the people in the neighbourhood;
  - (c) to promote develop and organize recreational, educational, and social programs, and facilities:
    - i. Working in cooperation with the City of Saskatoon;
    - ii. Working in conjunction with the Catholic and Public School Boards, and other organizations and agencies;

- iii. Raising funds for carrying out and furthering Corporation objectives.

### **BYLAW 3 – MEMBERSHIP**

- 3.1 Membership shall be open to any individual or family that resides within the Neighbourhood or those purchasing memberships to participate in Corporation programs.
- 3.2 Membership fees shall be set annually by the Board of Directors, subject to approval by the membership at a general meeting. Memberships will be valid from July 1st until June 30<sup>th</sup>.
- 3.3 Membership fees must be paid before participating as a member in any registered activity.
- 3.4 Only an individual or family that has paid the required fee shall be considered a Member in good standing. A Member in good standing is entitled to the rights and privileges of membership. Each member of the immediate family, 18 years and over, who resides within the boundaries of the neighbourhood as defined in Bylaw 2.1, shall be entitled to one vote.
- 3.5 Members in good standing shall be given priority over non-members to participate in Corporation activities.
- 3.6 Fees for activities shall be set by the Board of Directors upon recommendation from the Directors in charge of activities and shall be paid prior to commencement of each organized activity.
- 3.7 A complete listing of Members shall be maintained electronically and will be utilized solely for the purpose of serving the objectives of the Corporation.
- 3.8 A Member is not liable in their individual capacity for any debt or liability of the Corporation.

### **BYLAW 4 – BOARD OF DIRECTORS**

- 4.1 The business of the Corporation shall be managed by a Board of Directors duly elected from the membership of the Corporation.
- 4.2 Directors shall be elected at the Annual General Meeting of the Corporation in such number as the Directors shall determine, but in sufficient number to include the following:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Communications Coordinator
- f. Website Coordinator
- g. Rink Coordinator
- h. Members-at-Large (maximum10)
- i. Facilities Coordinator
- j. Registration Coordinator
- k. Basketball Coordinator
- l. Soccer Coordinator

The Board may, at the Annual General Meeting, create new assignments of Directors or alter the current list of Director tasks, as the Board of Directors deems necessary.

- 4.3 In addition to the Directors selected pursuant to Bylaw 4.2, the following person(s) shall be *ex officio* on the Board of Directors of the Corporation and shall be deemed to be Members of the Corporation:

Community Consultant, Community Services Department, City of Saskatoon  
Past President

- 4.4 In addition to Director assignments, the Board may appoint Committees with an agenda of actionable duties. Each Committee is to be overseen by a Chair, who will organize the committee agenda and speak on behalf of the committee to the Board. The Committees assigned by the Board may include:

- (a) Indoor Programs Committee
- (b) Outdoor Programs Committee
- (c) Social Committee
- (d) Volunteer Committee

- 4.5 Committees do not possess autonomy from the Board; Committees are to provide task completion on behalf of the decisions and agenda as outlined by the Directors of the Board.

## **BYLAW 5 – ELECTION OF OFFICERS**

- 5.1 Directors shall be elected at the Annual General Meeting specifically to fill the offices listed in Bylaw 4.2.

5.2 Subject to Bylaw 5.3, Directors shall be elected to office for a 2-year term (it being the intention that not more than half the Directors shall be retired in any year). After the completion of the first 2-year term, Directors may be re-elected for residual 2-year term(s). The re-election will occur at the Annual General Meeting of the associated odd or even year as detailed below.

- a. President – Even
- b. Vice-President – Odd
- c. Secretary – Odd
- d. Treasurer – Even
- e. Communications Coordinator – Even
- f. Website Coordinator - Odd
- g. Rink Coordinator - Even
- h. Members-at-Large – Any Year
- i. Facilities Coordinator - Even
- j. Registration Coordinator – Even
- k. Basketball Coordinator – Odd
- l. Soccer Coordinator – Odd

5.3 Any Director of the Association or Member in Good Standing of the Association must announce their intention to run for an elected position within the Board 14 days before the Annual General Meeting. Every candidate with the intention to participate in a Director election shall be allowed to do so without interference from the Board of the Association.

5.4 Each Member in good standing, 18 years of age or over, whom resides within the boundaries of the neighbourhood as defined in Bylaw 2.1, who is physically present at the Annual General Meeting, shall be entitled to one vote. If any Member so requests, election for any office shall be by secret ballot. The Members present shall appoint (1-3) scrutineer(s) to adjudicate the secret ballot process.

5.5 Directors are to be present at the Annual General Meeting, unless the Association President, Vice President or Secretary have been notified of their absence. Any Director of the Association (mid term or standing for election) not present with an absence that the President, Vice President or Secretary have not been notified of at the Annual General Meeting, will be removed from the EARCA Board of Directors.

## **BYLAW 6 – POWERS OF THE BOARD OF DIRECTORS**

6.1 The Board shall have power to do all things necessary for the successful operation of the Corporation, and be empowered to:

- (a) administer the funds of the Corporation in such manner and for such purposes as it may decide are beneficial to the well being and advancement of the objectives of the Corporation;
- (b) decide to commence or discontinue any form of activity or sport being conducted under the auspices of the Corporation;
- (c) expel any Member for unbecoming conduct, or failure to carry out his/her duties as an elected officer, or infraction of any rules and regulations of the Corporation;
- (d) accept any resignation in writing and appoint any Member of the Corporation to fill any vacancy occurring for the balance of the term of office or until the next Annual General Meeting at which time an election or appointment can be made to fill the position for the remaining term of office;
- (e) ensure the objectives of the Corporation are carried out and that the Corporation operates on a non-political, non-sectarian basis. The objectives of the Corporation shall be carried out without economic gain to its Members; and any profits and assets of the Corporation shall be used in the promoting of its objectives;
- (f) appoint committees, either standing or temporary (*ad hoc*) and prescribe their duties, powers, and duration thereof;
- (g) make such rules and regulations regarding the use of the Corporation's facilities, equipment, and supplies as they deem necessary;
- (h) Provide bylaws as a supplement to the Articles of Incorporation if deemed necessary.

6.2 Any Director of the Board who shall, for any reason, cease to hold office, shall turn over to the Board all documents, books, funds, or Corporation property within 14 calendar days.

## **BYLAW 7 – MEETINGS**

7.1 There shall be three types of meetings conducted by the Corporation – (a) Board of Directors Meeting; (b) Annual General Meeting; (c) Special Meeting.

### **Meetings of the Board of Directors:**

7.2 Five (5) Directors shall constitute a quorum to conduct meetings of the Board.

7.3 Business meetings of the Board of Directors shall be conducted at least 8 times per year.

7.4 Only elected Directors of the Corporation (i.e., excluding *ex officio* members of the Board) are entitled to vote at meetings of the Board of Directors.

7.5 All questions before the Board shall be determined by majority vote.

- 7.6 A Director is entitled to receive notice of and to attend and be heard at every meeting of the Board.
- 7.7 All meetings of the Board of Directors shall be open to general attendance, but presentation of motions and voting rights shall be restricted to the Board of Directors.

### **Annual General Meetings**

- 7.8 There shall be an Annual General Meeting of the Corporation in each calendar year to be held in September of each year.
- 7.9 The Annual General Meeting is open to all residents within the Neighbourhood who are Members or who apply at the Meeting to become members.
- 7.10 Notice of time and place of Annual Meetings shall be sent to all Members, not less than 15 days or more than 50 days before the meeting.
- 7.11 Not less than 5 Members shall constitute a quorum of any annual meeting of the Corporation.
- 7.12 The order of business for the Annual General Meeting shall be:
- (a) Call to Order
  - (b) Attendee Recording
  - (c) Adoption of the previous Annual General Meeting Minutes
  - (d) Business arising from Minutes of previous Annual General Meeting;
  - (e) Officer Reports (President, Vice President, Treasurer, Others as Needed)
  - (f) New Business
  - (g) Election of Officers
  - (h) Announcements
  - (i) Adjournment

### **Special Meetings of the Corporation**

- 7.14 In addition to the Annual General Meeting, Special meetings of the Members of the Corporation shall be held in the following circumstances:
- (a) when deemed advisable by the Board of Directors;
  - (b) when requested in writing by not less than 20 Members. The request must clearly state the nature of the business proposed to be transacted at such meeting. The meeting shall be held not more than 50 days after receiving the request;
  - (c) all notices of Special Meetings shall state specifically the business proposed to be discussed at such Special Meeting and no other business shall be transacted.

- 7.15 Notice of time and place of Special Meetings shall be sent to all Members not less than 15 days or more than 50 days before the meeting.
- 7.16 Not less than 5 Members shall constitute a quorum of any Special meeting of the Corporation.

#### **BYLAW 8 – FINANCIAL AFFAIRS**

- 8.1 All fees, revenue, and grants payable to the Corporation shall be held in an account kept in the name of the Corporation at such financial institution as the Board may determine, and all financial obligations incurred by the Board in the name of the Corporation shall be paid there from.
- 8.2 All cheques, drafts, and other negotiable or non-negotiable instruments shall be sufficiently signed when signed by any two of the President, Treasurer, and one other Directors designated by the Board.
- 8.3 All property of the Corporation shall be the responsibility of the Board and the Board shall see that a correct inventory of property is kept.
- 8.4 The fiscal year of the Corporation shall be July 1-June 30th.
- 8.5 The Board shall, before the end of the fiscal year, appoint an auditor or accountant who is not a member of the Board. It shall be the duty of the auditor or accountant to examine all books and records of the Corporation and prepare a financial statement of the Corporation to be submitted to the Board for presentation at the Annual General Meeting.
- 8.6 A monthly, written financial statement along with official bank statements shall be presented at each meeting of the Board.
- 8.7 Directors shall submit all expenditures over \$75.00 to the Board for prior approval.
- 8.8 Directors making purchases over \$5,000.00 will be required to obtain 3 quotes. The quotes will be provided to the Board of Directors for approval.
- 8.9 All expenditures over \$3,000.00 shall be submitted for approval at a General or Special Meeting of the Members.
- 8.10 No Director or Officer of the Corporation shall have the power to pledge the credit of the Corporation, or to enter into a contract or an agreement on behalf of the Corporation, unless the transaction has been approved by the Board or, in the case of an obligation or contractual liability in excess of \$3,000.00, by the Members.

- 8.11 The Corporation may, where deemed necessary, waive, reduce or rebate any activity fees of any Member.

#### **BYLAW 9 – COOPERATION WITH OTHER ORGANIZATIONS**

- 9.1 The Corporation shall cooperate with other organizations in the City of Saskatoon having similar duties and powers, and, subject to the Articles and Bylaws of the Corporation, may do such things as it considers necessary in cooperating with those organizations.
- 9.2 The Corporation shall, for the purposes of admission to its programs and activities, honour memberships in similar organizations applicable to other neighbourhoods in the City of Saskatoon.

#### **BYLAW 10 – AMENDMENTS**

- 10.1 Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities of the Corporation.
- 10.2 Bylaws, amendments, or repeals are effective from the day of the resolution of the Directors.
- 10.3 All changes in Bylaws must be presented to the next meeting of Members, who may confirm, reject, or amend the bylaws, amendments or repeals.
- 10.4 Proposed changes to the Bylaws must be detailed in the notice of the next meeting of the Members.
- 10.5 Amendment to the Articles of the Corporation may be made only by Special Resolution of the Members at a meeting of the Members, notice of which meeting detailed the proposed amendments.

#### **BYLAW 11 – INDEMNITY**

- 11.1 The Corporation shall indemnify any Director or Officer of the Corporation for liability incurred by such Director or Officer directly as a result of honestly and in good faith carrying out his or her duties.

#### **BYLAW 12 – DISSOLUTION**

- 12.1 If the Members resolve that the Corporation can no longer function as a viable organization, then dissolution may be considered. This action should be implemented only after it has been concluded that no future purpose for the Corporation's existence can be identified. The Members may instead resolve to suspend activities of the Corporation until enough interest is shown to make it viable again.

12.2 Upon dissolution, all remaining assets shall be donated to a charitable or non-profit organization identified and approved by the Members at the same meeting as dissolution was approved, and no resolution to approve dissolution of the Corporation shall be effective unless it specifies such a charitable or non-profit organization.

ENACTED by the Board of Directors on the 7<sup>th</sup> day of July, 2014.

AMENDED by the Board of Directors on the \_\_\_ day of October, 2019.

\_\_\_\_\_  
President:

CONFIRMED by the Board of Directors on the \_\_\_ day of \_\_\_\_\_, 2020.

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Secretary: