

HOLLISTON COMMUNITY ASSOCIATION BYLAWS

(Revised October 17, 2011)

DEFINITIONS

The following words shall have the following meaning when they appear with a capital letter in these Bylaws:

- a) "AGM" means the Annual General Meeting of the Association.
- b) "Association" means the Holliston Community Association Corp.
- c) "Board" means the duly elected or appointed Board of Directors of the Association.
- d) "Member," "Members" or "Membership" shall mean all those persons or families with validly subsisting memberships to the Association.
- e) "Pre-School" shall mean the Holliston Community Pre-School, which is a program of the Association, but which is administered by a wholly separate independent Board of Directors, as more particularly set out in Bylaw X herein.

Bylaw I – OBJECTIVES OF THE ASSOCIATION

- 1.01 To promote, develop and organize recreational, educational and social programs for the residents of Holliston.
- 1.02 To promote and assist in the general welfare and quality of life for the residents of Holliston.
- 1.03 To promote community involvement in the Association.
- 1.04 To work in cooperation with the City of Saskatoon Community Services and in conjunction with any other organization with similar aims and objectives, to achieve the Association's objectives.

Bylaw II – MEMBERSHIP

- 2.01 Membership shall be open to:
 - a) Any individual or family that resides within the Association boundaries;
 - b) Families with children who attend a school located within the Association boundaries;
 - c) Any other individual or family, if the Board determines that their membership would promote the objectives of the Association.
- 2.02 For the purpose of determining membership eligibility, Holliston shall include the area that is bounded on the North by 8th Street; Preston Avenue at the East; Adelaide Street at the South

and Cumberland Avenue at the West. Also included is the area bounded North by 8th Street; West by Clarence Avenue; And South by Taylor Street. See attached Schedule A for map.

- 2.03 Membership fees shall be determined annually by the Board.
- 2.04 Memberships shall run for a period of one year, commencing August 1st and ending on July 31st of the following year.
- 2.05 Membership cards shall be issued by the Board to all Members who have paid the membership fee.
- 2.06 The Board shall have the discretion to refuse membership to an individual or family, or to terminate the membership of an individual or family, where the Board in its discretion feels that the membership of that individual or family is not in the best interest of the Association.
- 2.07 An individual or his or her family must either be a Member of the Association, or a member of another Saskatoon community association, to register for programs or activities run by the Association. Where spaces are limited, priority will be given to Members of the Association.

Bylaw III – ELECTION OF BOARD OF DIRECTORS

- 3.01 The Association shall be governed by its Board of Directors (the “Board”), which shall consist of the following:
 - a) President
 - b) Vice-President
 - c) Past President
 - d) Secretary
 - e) Treasurer
 - f) Program coordinators and members at large as deemed necessary
- 3.02 Directors shall be elected at the end of the AGM, by a majority of the Members present at the AGM. Directors shall be elected for a one-year term commencing at the first meeting of the Board following the AGM, and ending at the first meeting of the Board following the next AGM.
- 3.03 All Members of the Association shall be entitled to seek election for a position on the Board of Directors. Potential candidates may declare their intention to run for a position from the floor of the AGM, at any time prior to the vote being held. A Member need not be present at the AGM to run for a position, provided he or she has commissioned his or her candidacy to the President prior to the AGM.

Bylaw IV – POWERS OF THE BOARD

- 4.01 The Board shall be responsible to the Members and have the power on behalf of the Membership to do all things necessary for the achievement of the objectives of the Association, and without restricting the generality of the foregoing, the Board shall be empowered to:
- a) Administer funds on behalf of the Association in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Association;
 - b) Amend the bylaws of the Association;
 - c) Appoint committees and assign their responsibilities, authorities and duration;
 - d) Fill any vacancy that exists on the Board;
 - e) Make rules and regulations regarding the use of the Associations facilities and equipment;
 - f) Assign responsibilities and authority to individual Board members; and
 - g) Expel any Member from the Board for conduct unbecoming or for failure to carry out his or her duties.
 - h) The Board shall decide to commence or discontinue any form of activity or spot being conducted upon the auspices of the Association.
- 4.02 The first meeting of a new Board is to be held immediately following the AGM. Future meetings shall be held, at such times and such places as the Board may determine, in order to dispatch the business of the Association. At least eight Board meetings must be held during the one year term.
- 4.03 Half of the number of filled board positions plus one shall constitute quorum to conduct business at a Board meeting.
- 4.04 Board meetings shall be open to general attendance, but presentation of motions and voting rights shall be restricted to Board members.
- 4.05 Minutes of every meeting, including a record of all presented motions, shall be kept by the Secretary or his or her designate. The minutes shall be made available to any Member at his or her request.
- 4.06 All motions before the Board shall be determined by a majority vote, except a motion to refuse or terminate a Membership or to remove a Board Member, which will require a 75% majority. The President shall not vote on motions before the Board, except that the President shall have a tie-breaking vote in the event of a deadlock.
- 4.07 The Board Members shall form a three member executive body consisting of President, Treasurer and Secretary to conduct business of the Association, in extraordinary circumstances.

- 4.08 Each Board Member is entitled to only one vote on each question, even if they hold more than one Board position.

Bylaw V – FINANCIAL AFFAIRS

- 5.01 An annual financial statements, which has been reviewed or audited by an independent accountant, as chosen by the Board, shall be signed by the Treasurer and the President and shall be presented at the AGM. In addition, the outgoing Board shall prepare a budget forecast for the upcoming fiscal year, and shall present the same to the AGM for discussion and ratification.
- 5.02 The fiscal year of the Association shall be August 1 to July 31.
- 5.03 All cheques drawn upon the Association bank accounts shall be sufficiently signed with two authorized signatures one of which must be a President or Treasurer.
- 5.04 The Treasurer shall prepare a monthly written financial statement and shall present the same at each Board meeting.
- 5.05 All expenditures over \$100.00 shall be submitted to the Board for prior approval.
- 5.06 No Board member or Member of the Association shall be held liable for any debts, liabilities or legal actions brought against the Association.
- 5.07 No Board member, nor any Member of the Association, shall have the power to pledge the credit of the Association, or to enter into a contract or agreement on behalf of the Association, unless he or she has the prior approval of the Board.
- 5.08 All fees, revenue and grants payable to the Association shall be kept in an account(s) kept in the name of the Association at such a bank as the Board may determine and all financial obligations approved by the Board in the name of the Association shall be paid there from.
- 5.09 A copy (hard or electronic) of the financial statement shall be available to each Member in good standing upon request.

Bylaws VI and VII - MEETINGS

Monthly Meetings

- 6.01 Regular Board Meetings shall be open to the general attendance, however only the Board members may present motions and vote:
- a) All business transacted meetings, necessary to the day to day operation of the Association is deemed to be general business;
 - b) All Board Members shall be notified of every meeting in hand or electronic or other means with at least five days notice;

- c) The Board at any meeting may decide to hold further regular meetings by adopting a resolution stating the day, hour and place of the regular meeting.
- d) The president or his/her designate shall preside at meetings of the Association, and at the meetings of the Board.
- e) In regards to time sensitive issues, during the interim of regular meetings, motions can be moved and seconded by a majority of Board Members via email. All decisions reached through email communication to be reported at next regular meeting.

AGM

- 6.02 The AGM shall be held between August 1 and November 30 of each fiscal year, on a date chosen by the Board. The Board shall ensure that at least 15 calendar days notice of the AGM shall be provided to the Membership.
- 6.03 All business conducted at the AGM shall be decided by a majority vote of the Members present, except that any vote to amend the Articles of Incorporation of the Association must be passed by at least a two-third majority of the Members present.
- 6.04 Notwithstanding 6.02, at the request of any Member of the Association, election of the Board members shall be by secret ballot.
- 6.05 In the event of a tie, the outgoing President shall have the tie-breaking vote.
- 6.06 Any bylaws created or amended by the Board during the previous year shall be submitted to the AGM for ratification.

Special Meetings

- 7.01 A Special Meeting of the Membership may be held at any time at the discretion of the President, or upon the written request for a Special Meeting signed by at least ten Members. A Special Meeting must be held within twenty one days of receipt of such a valid written request.
- 7.02 The request for a Special Meeting must clearly state the special business to be transacted at the Special Meeting, and no business other than specified may be carried out.
- 7.03 The Board shall take all reasonable steps to inform the Members of the Special Meeting, including the placement of a notice of the Special Meeting in the Holliston School newsletter and in the classified ads of the Saskatoon Star Phoenix.
- 7.04 Quorum at a Special Meeting shall be no less than ten Members.

Bylaw VIII – AMENDMENTS

- 8.01 Bylaws may be amended by a majority vote of members of the AGM. In addition, amendments to the Bylaws may be made during the year by the Board. Such amendments will take effect

immediately upon Board approval, but must be submitted for ratification by the Members at the next AGM.

- 8.02 The Articles of Incorporation of the Association may only be amended by a vote of the Members of the AGM or at a duly constituted Special Meeting. Such amendments will require a two-third majority of all Members present.
- 8.03 Proposed amendments to the Articles of Incorporation must be in writing and presented to the President or Secretary at least twenty days prior to the AGM or Special Meeting. The notice of the AGM or Special Meeting shall include in notice that there are proposed amendments to the Articles of Incorporation.
- 8.04 In the event of any disputes as to the meaning of any resolution or bylaws passed, the interpretation of the Board shall be final and binding.

Bylaw IX – IDEMNITY

- 9.01 The Association shall indemnify any Board member for liability incurred by such Board member directly as a result of carrying out his or her duties, provided the liability was incurred honestly and in good faith.

Bylaw X – PRE-SCHOOL

- 10.01 The Association wishes to foster and maintain a positive, mutually beneficial relationship with the Pre-School, and for that purpose the Pre-School is considered to be an Association program, and the Association reserves two spots on its Board for representatives of the Pre-School.
- 10.02 The Association will consider requests by the Pre-School for assistance on an ad hoc basis.
- 10.03 The Association bears no decision making responsibility for the affairs or operations of the Pre-School, except as set herein. The Pre-School and Association will keep separate Boards to manage their respective affairs.
- 10.04 Notwithstanding that it has no decision making responsibility for the Pre-School, the Board has the right to attach conditions to the use of any funds that it provides to the Pre-School in response to a request for assistance.
- 10.05 The Pre-School Executive will ensure that the families of all Pre-School registrants are Members of the Association or of another Saskatoon community association.
- 10.06 The Pre-School Executive will prepare and maintain bylaws which regulate its financial affairs, and will present any new or amended financial bylaws to the Board for its approval. All other bylaws, rules and regulations governing the business and affairs of the Pre-School shall be the responsibility of the Pre-School Executive only.

- 10.07 The Pre-School Executive shall present its most recent financial statements to the Board for its information at each Board meeting, and shall present its annual budget to the Board at the first meeting following its completion.

Bylaw XI – DISSOLUTION

- 11.01 The Association may be dissolved by a vote of the Members at an AGM or Special Meeting, but only after it has been concluded that no further purpose for the continued existence of the Association can be identified. The Members may also, as an alternative to dissolution, vote to suspend the activities and operations of the Association until enough interest is shown to make it viable again.
- 11.02 Upon dissolution, all remaining assets of the Association 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 Association shall be effective unless it specifies such a charitable or non-profit organization.

SCHEDULE A

