

**The SAPRAE CREEK RESIDENTS SOCIETY is incorporated  
under the Societies Act of the Province of Alberta.**

***ARTICLE 1 - INTERPRETATION***

- 1.1 The name of this organization shall be the *SAPRAE CREEK RESIDENTS SOCIETY*.
- 1.2 In these By-Laws:
- a) "SOCIETY" shall mean the SAPRAE CREEK RESIDENTS SOCIETY.
  - a) "HEAD OFFICE" shall be 215 Freestone Way, Fort McMurray, Alberta.
  - b) "BOARD" shall mean the Board of Directors of the SAPRAE CREEK RESIDENTS SOCIETY.
  - c) "OFFICERS" shall mean the Chairperson, Vice-Chair, Secretary and Treasurer.
  - d) "DIRECTORS" shall mean an individual elected at the Annual General meeting to sit on the Board of Directors.
  - e) Unless the context otherwise requires, words imparting the singular shall include the plural and vice-versa and words importing gender shall include the masculine, feminine and neutral genders.
  - f) "Special Resolution" means:  
a resolution passed:
    - (1) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - (2) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
  - ii) 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
  - iii) 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.

***ARTICLE 2 - MEMBERSHIP***

- 2.1 Any person being of the full age of 18 years residing in the Saprae Creek Area, may become a member with full voting rights at the annual general meeting and special meetings.
- 2.2 Membership fees will not be charged as a condition of membership.
- 2.3 ***MEMBERSHIP***
- a) Any member wishing to withdraw from membership may do so upon notice in writing to the Executive through its secretary.
  - b) All members have the right to attend regular Board meetings.
  - c) *Members cannot be expelled for any reason.*

***ARTICLE 3 - MEETINGS***

- 3.1 The Annual General Meeting is to be held by February 15<sup>th</sup>. Due notice shall be posted at appropriate locations within Saprae Creek, 15 days prior to said meeting.
- 3.1.1 The Society shall present a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditors.
- 3.2 The Board shall meet at least quarterly, or as often as deemed necessary, at a time and place to be determined by the Board or by the Chairperson. Telephone or electronic notice to all directors must be given three (3) days prior to said meeting.

- 3.2.1 The Board shall hold regular monthly meetings with the possible exception of July and August. Due notice shall be posted at appropriate locations within the Sapræ Creek area, three (3) days prior to the said meeting.
- 3.3 A Special General Meeting may be called at anytime by the Secretary, upon the instructions of the Chair of the Board. Notices to be posted at appropriate locations within Sapræ Creek, three (3) days prior to such meeting.
- 3.4 Minutes of all regular and special meetings shall be recorded and kept on file for the public to review. Copies of all books and records shall be filed at the Sapræ Creek Office and made available upon making suitable arrangements with the Sapræ Creek Secretary.

### **3.5 QUORUM**

- 3.5.1 *At any meeting of the Board, quorum will consist of three directors, one of which must be the Chair or Vice-Chair, for operational decisions and four directors, one of which must be the Chair or Vice-Chair, for monetary decisions.*
- 3.5.2 *At any special general meeting or general meeting of the society, quorum will constitute at least half of the members present.*

### **3.6 VOTING**

- 3.6.1 At all General and Special Meetings, unless otherwise herein provided, a majority vote shall prevail.
- 3.6.2 Any member who has not withdrawn from membership shall have the right to vote at the Annual General Meeting and/or Special General Meetings of the Society.
- 3.6.3 At the discretion of the Chairperson, voting shall be by show of hands or by secret ballot.
- 3.6.4 Voting by proxy is not allowed.

### **3.7 RULES OF ORDER**

In all cases, unless otherwise stipulated in these by laws, Robert's Rules of Order shall govern all meetings of the Society.

## **ARTICLE 4 - DIRECTORS & OFFICERS**

- 4.1 The Board of Directors can manage the affairs of the society.
- 4.2 The Board of Directors shall consist of seven (7) members to be elected at the Annual General Meeting or Special General Meeting. The positions shall consist of four (4) officers: Chairperson, Vice-chairperson, Secretary and Treasurer and three (3) Directors who shall fill their designated positions.
- 4.3 The tenure for four (4) officers and/or directors shall be one (1) year, with the remaining three, being a two-year term.
- 4.4 Any member in good standing, except for a member who is also the Ward 3 counselor, shall be eligible for any office of the Society.
- 4.5 Any vacancy occurring during the year shall be filled during the next meeting of the board provided it is so stated in the notice calling such meeting
  - 4.5.1 In the event of a vacancy occurring for any board position, all documents, books, records, correspondence, minutes or any other material acquired during the term must be returned to the Chairperson of the SCRS within 30 days.
- 4.6 Board Members shall be eligible to serve a maximum of five (5) consecutive years.
- 4.7 The Board may request the resignation or removal of any member of the Board at any time prior to the expiry date of the member's term of office under the following conditions:
  - i) By a  $\frac{3}{4}$  majority vote of the voting members present at a General Meeting;
  - ii) By a majority vote of the Board of Directors at any meeting of the Board.

*iii) Any member of the Board by missing three (3) consecutive Board Meetings without just cause will be removed from the board.*

**4.8 COMMITTEES**

The Board may appoint committees to deal with any special phase of the matters coming within the scope and jurisdiction of the Board. Committees may include individuals who are not members of the Board.

***ARTICLE 5 - OFFICERS***

**5.1 The CHAIRPERSON shall:**

- 5.1.1 Preside over all general, special and annual meetings of the Society.
- 5.1.2 Exercise general supervision and direction over the business of the Society.
- 5.1.3 Be an ex-officio member of all committees

**5.2 VICE-CHAIR**

- 5.1.1 The Vice-Chair shall act in the absence of the Chairperson and perform such duties as directed by the Chairperson and the Board.

**5.3 TREASURER**

- 5.2.1 Receive all monies paid to the Society and shall be responsible for the deposit of it in whatever financial institution the Board may order.
- 5.2.2 Properly account for funds of the Society and keep such “books” as may be required by the Society.
- 5.2.3 Present a full detailed account of receipts and disbursements to the Board whenever requested,
- 5.2.4 Present financial reports at each Board Meeting of receipts and disbursements and submit a year end financial report to the Society's Annual General Meeting, present a statement of the financial position of the Society duly audited according to Article 8.

**SECRETARY**

It shall be the duty of the Secretary or designate to the Board, to  
Record and keep the records of the meetings of the Society and board of directors.  
Keep said records in the Society office at 215 Freestone Way, Fort McMurray, AB.  
Provide each board member with the minutes of the meetings. In case of the  
Secretary's absence, the Chair shall appoint a Director to take the minutes  
and see that the Secretary receives them in a timely manner.  
The Secretary shall be the keeper of the Seal of the Society. The Secretary shall  
have the authority to use the Society Seal

***ARTICLE 6 – SIGNING AUTHORITY***

- 6.1 Any two- (2) officers are authorized to sign cheques on behalf of the Society. The Chairperson or designate has the authority to enter into contracts on behalf of the Society.
  - 6.1.1 Notwithstanding 6.1 no two members of the same family shall have signing authority.

**ARTICLE 7 – REMUNERATION**

- 7.1 Members of the board are prohibited from receiving remuneration for services unless authorized at a meeting of the Society only after notices of such meeting have been properly given.

**ARTICLE 8 – BOOKS & RECORDS**

- 8.1 The “Books” meaning the financial record of income and disbursements shall be the responsibility of the Treasurer. The “Books” shall be audited yearly upon the Society’s year-end by either:
- i) Two (2) members in good standing of the Society (other than the Treasurer) OR
  - ii) A Professional Accountant

**ARTICLE 9 – BORROWING POWERS**

- 9.1 The Society shall not be allowed to borrow monies from any financial institution except upon Special Resolution of the Society at a General and/or Special General Meeting of the members.

**ARTICLE 10 – BYLAWS**

- 10.1 The Society’s Bylaws shall be changed by a special resolution at a General and/or Special General Meeting of the members of said Society. The twenty-one (21) days’ notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws. The amended bylaws take effect after approval at the Annual General Meeting and/or Special General Meeting and accepted by the Corporate Registry of Alberta.

**ARTICLE 11 – PROTECTION & INDEMNITY OF OFFICERS**

- 11.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 11.2 No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in his role for the Society, unless the act is fraud, dishonest or in bad faith.
- 11.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society’s auditor. Directors or Officers are not held liable for any loss of damage as a result of acting on that statement or report.

**ARTICLE 12 – DISSOLUTION**

- 12.1 Should the Society be dissolved or disbanded for any reason, any and all assets and/or liabilities shall be the sole responsibility of the Regional Municipality of Wood Buffalo.
- 12.2 Funds acquired from Alberta and Gaming and Liquor Commission must be:
- 12.2.1 Disbursed to eligible charitable or religious groups or purposes; or
  - 12.2.2 Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

SAPRAE CREEK RESIDENTS SOCIETY  
215 FREESTONE WAY SAPRAE CREEK ESTATES FORT MCMURRAY ALBERTA T9H 5B4

OBJECTIVES

1. Inform and represent the Residents concerning any developments, issues or events that will impact or affect the community as a whole.
2. Provide for the recreation of the members and to promote and facilitate opportunity for games, exercises and other leisure programming.
3. Encourage and promote friendly and neighbourly social activities.
4. Promote the safety of all resident and their property.
5. Administer programs according to funding guidelines.