

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the Society is the Redwood Meadows Community Association, which may also be known or referred to as the RMCA.

1.2 The Bylaws

The following articles set forth the Bylaws of the Redwood Meadows Community Association, as defined in Article 2.1.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 Act means the Societies Act RSA 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting means the Annual General Meeting described in Article 5.1.
- 2.1.3 Board means the Board of Directors of the RMCA.
- 2.1.4 Bylaws mean the Bylaws of the RMCA as may be amended from time to time.
- 2.1.5 Director means any Full Member elected or appointed to the Board.
- 2.1.6 General Meeting means the Annual General Meeting or a Special General Meeting.
- 2.1.7 *Member, Full Member, and Associate Member means a Member of the RMCA* as described in Article 4.1.
- 2.1.8 Officer means any Officer as described in Article 6.2.
- 2.1.9 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the RMCA.
- 2.1.10 Registered Office means the registered office for the RMCA.
- 2.1.11 Special Meeting means the Special General Meeting described in Article
- 2.1.12 *Special Resolution means:*
 - (a) a resolution passed at a General Meeting of the membership of the RMCA. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a minimum vote of 75% of the Voting Members present; or
 - (b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - (c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting. The Special Resolution is further defined in Section 1(d) of the Societies Act.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

2.1.13 Society means the Redwood Meadows Community Association, and represents the residents of the Townsite of Redwood Meadows.

2.1.14 Term means two (2) consecutive years following the Annual General Meeting (AGM).

2.1.15 Voting Member means one designated member of a household holding a valid RMCA Full Membership who is entitled to vote at the meetings of the Society. See Article 4.4.3

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural, words indicating the singular numbers also include the plural, and vice versa.

2.2.2 Masculine and Feminine, words indicating the masculine gender also include the feminine gender and vice versa.

2.2.3 Corporation, words indicating persons also include corporations.

2.2.4 Headings are used for convenience only. They do not affect the interpretation of these Bylaws.

2.2.5 Liberal Interpretation, these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - OBJECTS OF THE SOCIETY

3.1 The objects of the Society are:

3.1.1 To provide programs, events and services open to all residents of our community.

3.1.2 To provide community planning and development strategies to encourage community growth and Member participation.

3.1.3 To provide an active operating community association.

3.1.4 To establish and maintain facilities to house community activities and events.

3.1.5 To provide physical activities (sports programs: i.e. soccer) for all residents of our community as deemed necessary.

3.1.7 To provide a financially sound and accountable community association.

ARTICLE 4 – MEMBERSHIP

4.1 Classification of Members

There are three categories of Members:

(a) Full Members

(b) Associate Members; or

(c) Honorary Members.

4.1.1 Full Members

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

A Full Membership applies to one individual residence. To become a Full Member, an individual or family must:

- (a) reside in Redwood Meadows Community; and
- (b) pay the annual membership fee.

4.1.2 Associate Member

At the sole discretion of the Board, an individual or family may be granted an Associate Membership. To be eligible to become an Associate Member, an individual or family must:

- (a) pay the annual membership fee; and
- (b) not reside in Redwood Meadows.

Redwood Meadows homeowners who do not reside in Redwood Meadows qualify for an Associate Membership.

4.1.3 Honorary Members

An individual may be granted an Honorary Membership. To become an Honorary Member, the Voting Members at a General Meeting must pass a resolution recognizing the contributions of the individual to the Society or its Objects. Honorary Members do not pay fees nor hold voting rights.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements as listed above in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership Year

The membership year is January 1 to December 31. Residents may become Members at anytime during the year. Upon payment of the annual membership fee, one membership card will be issued to the household.

4.3.2 Setting Membership Fees

The Board determines annual membership fees for each category of Members on a per household basis.

4.3.3 Payment Date for Fees

The annual membership fee may be paid at any time during the calendar year. A membership fee will not be pro-rated based on the time of payment.

4.4 Rights and Privileges of Full Members

4.4.1 Any Full Member in good standing is entitled to:

- (a) receive notice of meetings of the Society;
- (b) attend any meeting of the Society;
- (c) speak at any meeting of the Society; and

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

(d) exercise other rights and privileges given to Full Members in these Bylaws.

4.4.2 Membership and Community Events

Full or Associate Membership is required on a residence basis in order for the residents to participate in Community events (for example, an annual BBQ) or sporting activities. Full or Associate Members may qualify for reduced fees for Community events. Exceptions to this Bylaw are at the Board's discretion (for example, an MLA or Aldermanic representative or other special guests).

4.4.3 Voting Members

Each Full Membership has the right to one (1) vote. A Full Member must be a resident of Redwood Meadows in good standing and at least eighteen (18) years of age at the time of the vote.

4.4.4 Number of Votes

Each residence with a Full Membership is entitled to cast one (1) vote when a vote is called at a meeting of the Society.

4.4.5 Member in Good Standing

A Member is in good standing when:

(a) the Member has paid membership fees or other required fees to the Society, as provided in Article 4.3; and

(b) the Member is not suspended as a Member, as provided for under Article 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board, at a Special Board Meeting called for that purpose, may suspend a Full Member's membership for not more than forty-five (45) days, for one or more of the following reasons:

(a) if the Member has failed to abide by the Society's Bylaws;

(b) if the Member has been disloyal to the Society;

(c) if the Member has disrupted meetings or functions of the Society; or

(d) if the Member has done or failed to do anything judged to be harmful to the Society.

4.5.2 Notice to the Member

The affected Member will receive written notice of the Board's intention to convene a Special Board meeting to consider that Member's suspension. The Member will receive at least two (2) weeks' prior notice for the Special Meeting.

The notice will state the reason why suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board at the Special Board Meeting to address the matter. The Board may allow another person to accompany the Member.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

4.5.3.2 The Board will provide a reasonable amount of time to hear the Member and retains the right to limit the time given the Member to address the Board.

4.5.3.3 The Board will exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final. Membership fee will not be reimbursed.

4.6 Termination of Membership

4.6.1 Resignation

4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the President or Vice President of the Society.

4.6.1.2 Once the notice is received, the Member's name is removed from the Registrar of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.1.3 Membership fee will not be reimbursed.

4.6.2 Deemed Withdrawal

4.6.2.1 If a Member has not paid the annual membership fees within forty-five (45) days following the date the fees are due, the Member is considered to have submitted his resignation.

4.6.2.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2.3 Membership may be reinstated at any time, so long as fees are paid in full for that membership year, provided other conditions are met.

4.6.3 Expulsion

4.6.3.1 The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel a Member for any cause which is deemed sufficient in the interests of the Society.

4.6.3.2 This decision is final.

4.6.3.3 On passage of the Special Resolution, the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.4 Termination

If a Full Member ceases to be a resident of Redwood Meadows for any reason, membership terminates at the end of the membership year.

4.7 Transfer of Membership

Membership applies to the household residence. No right or privilege of any Full Member is transferable to another person outside of that Member's household. All rights and privileges cease when the Full Member moves, resigns, or is suspended from the Society.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member by death, resignation or otherwise, he or his estate remain liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

5.1.1 The Society will hold its Annual General Meeting (AGM) at least once each calendar year, in Redwood Meadows, Alberta. The Board sets the place, day and time of the meeting. Due to extraordinary circumstance, the Board may postpone the AGM for up to six (6) months.

5.1.2 The Board will deliver notification by mail or email to each Member at least twenty-one (21) days before the Annual General Meeting. This notification states the place, date and time of the AGM. The notice and agenda for the AGM may be delivered via the RMCA's official community newsletter, the Chatter and/or the community bulletin boards located at the mailboxes and/or the community email notification, Updater.

5.1.3 Agenda for the Meeting

The AGM will deal with the following matters:

- (a) adopting the agenda;
- (b) adopting the minutes;
- (c) considering the President's Report;
- (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- (e) appointing auditors;
- (f) electing the President and/or Members of the Board that are due for election as per Article 6.1.4.
- (g) reports from Directors if deemed appropriate or as circumstance requires; and
- (h) consideration of all other matters specified in the meeting notice.

5.1.4 Quorum

Five (5) Members in good standing constitute quorum at any meeting.

5.2 Special General Meeting of the Society

5.2.1 The Board may call a Special General Meeting (SGM) in the following ways:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of at least 15 of the Full Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

5.2.2 Notice

The Board will deliver notification by mail or email to each Member at least twenty-one (21) days before the Special General Meeting. This notification states the place, date and time of the SGM. The notice and agenda for the SGM may be delivered via the RMCA's official community newsletter, the Chatter, and/or the community email notification, the Updater.

5.2.3 Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting. These include amending these Bylaws and/or Objects of the Society.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public

General Meetings of the Society are open to the public. With a motion and a majority vote of the Full Members present, any persons who are not Full Members may be asked to leave.

5.3.2 Failure to Reach Quorum

The President may cancel a General Meeting if a quorum as defined in Article 5.1.4 is not reached within approximately one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled. This rescheduled meeting may take place up to six (6) months later. If quorum is not reached within approximately one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Full Members in attendance representing quorum.

5.3.3 Presiding Officer

5.3.3.1 When present, the President chairs every General Meeting of the Society.

The Vice President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within approximately one-half (1/2) hour after the set time for the General Meeting, the Full Members present choose one (1) of the Full Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting to a later date with the consent of the majority of the Full Members at the meeting. When reconvened, the adjourned General Meeting conducts only the unfinished business from the adjourned Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

5.3.5 Voting

5.3.5.1 Each Full Membership has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot may be used if at least four (4) Full Members request it.

5.3.5.2 The President rules on any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.5.3 The President does not have a vote. In the case of a tie vote, the President shall cast the deciding vote.

5.3.5.4 A Full Member may not vote by proxy.

5.3.5.5 A simple majority, more than 50% (fifty percent) of the votes of the Full Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.6 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution

5.3.5.7 Members may withdraw their request for a ballot.

5.3.6 Failure to Give Notice of Meeting

Action taken at a General Meeting is not invalid due to:

(a) accidental omission or non-receipt of notification to any Full Member; or

(b) any error in any meeting notice that does not affect the meaning of the action taken at the General Meeting.

ARTICLE 6 - THE GOVERNANCE OF THE SOCIETY

6.1 The Board of Directors

6.1.1 The governance and management of the Society is through a Board of Directors, which manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include, but are not limited to:

(a) Promoting the Objects of the Society;

(b) Promoting membership in the Society;

(c) Hiring employees to operate the Society;

(d) Regulating employees' duties and setting their salaries;

(e) Maintaining and protecting the Society's assets and property;

(f) Approving an annual budget for the Society;

(g) Paying all expenses for operating and managing the Society;

(h) Paying persons for services and protecting persons from debts of the Society;

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society and the establishment and operation of facilities; and
- (p) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

6.1.3.1 Full Members of the Society may be elected or appointed to the Board of Directors. A maximum of 12 (twelve) Directors may sit on the Board. The Board consists of the following positions:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary; and
- (e) Up to eight (8) additional directors as deemed necessary by the Board, under the Director-at-Large designation or to fill any specific need such as, but not limited to, Director of Planning and Development, Director of Community Relations and Communications, Director of Community Events, Director of Sports Programming, and Director of Facilities.

6.1.3.2 Co-Directors may be elected or appointed to share in the tasks of the position of the Director. Co-Directors have one (1) vote at any Board Meeting.

6.1.3.3 Directors-at-Large may take on duties as assigned at the first Board meeting after the AGM, or as required.

6.1.4 Election of the Board

6.1.4.1 Any Full Member of the Society may be nominated or appointed to a position on the Board of Directors.

6.1.4.2 Nominations for President of the RMCA should be made from, but are not limited to, the Board of Directors.

6.1.4.3 Nominations are voted on by the Full Members of the Society at the AGM. Nominations can be presented from the floor at the AGM.

6.1.4.4 The term of office for Board Members shall be one (1) year.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

6.1.5 Resignation, Death or Removal of a Director/Board Member

6.1.5.1 A Director/Board Member may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 A Director/Board Member may be removed for cause by a motion of the Board before the expiration of his or her term if he or she has been absent for two (2) consecutive meetings of the Board without reason.

6.1.5.3 The Board may, by two-thirds (2/3) vote of the members present and voting, remove from office any member of the Board prior to the expiration of his or her term, if conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the By-laws of the Society.

6.1.5.4 The Board of Directors may remove an Officer or Director for not doing their duty.

6.1.5.5 Voting Members may remove any Director/Board Member before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.6 A Director/Board Member so removed may appeal his removal at the next general membership meeting.

6.1.6 Appointment of a Director/Board Member.

If there is a vacancy on the Board, the Directors/Board Members may appoint a Full Member in good standing to fill that vacancy for the remainder of the term.

6.1.7 Meetings of the Board

6.1.7.1 The Board holds at least six (6) regular meetings each year.

6.1.7.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing, including email, and state the business for the meeting.

6.1.7.3 Three (3) days' notice for Board a meeting is mailed to each Board Member. There may be two (2) days notice by telephone, email or fax. Board Members may waive notice.

6.1.7.4 The presence of a majority of the Directors of the Board at any Board meeting is a quorum (i.e. 7 of 12), excluding vacant positions.

6.1.7.5 If there is no quorum, the President may:

(a) adjourn the meeting to the same time, place and day of the following week. At least five (5) Directors present at this later meeting is a quorum. The President may decide to cancel said meeting, so long as the requirements of Article 6.1.7.1 are met; or

(b) continue the meeting unofficially. No minutes are recorded and no motions may be made. Minutes from previous meetings are not submitted for approval.

In the case of (a) above, the vote shall be recorded to show that the duly called meeting did not take place as quorum was not present. The minutes shall show that the meeting was adjourned or re-scheduled.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

6.1.7.6 Each Director, excluding the President, has one (1) vote.

6.1.7.7 The President does not have a vote. In the case of a tie vote, the President shall cast the deciding vote.

6.1.7.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members to leave.

6.1.7.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.7.10 In extraordinary circumstances, in order to accommodate schedules and strict deadlines, any Director may request a motion or resolution be made by email. The same decision process is managed by the President. The Board's electronic correspondence detailing the outcome of the motion or resolution will be included in the Board's Minutes as an official record.

6.1.7.11 Irregularities or errors done in good faith do not invalidate acts taken at any meeting of the Board.

6.1.8 Conflict of Interest

Any possible conflict of interest on the part of a director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for these decisions at a meeting* at which Board action shall be taken on the interest. The minutes of all actions taken on such matter shall clearly reflect that these requirements have been met.

*Note: The Director need not miss the entire meeting where there will likely be other issues on the agenda but shall remove himself during discussion on the issue that involves a conflict of interest. The minutes should note when the Director left and when he returned to the meeting.

6.1.9 Confidentiality

The Board has a duty to protect the confidentiality of any information provided by its Members or received by the Board, and to ensure that all such information will be treated in accordance with the government's privacy legislation and will only be used as authorized.

6.2 Officers

6.2.1 The Officers of the Society are the President, Vice President, Treasurer and Secretary.

6.2.2 Officers of the Society are elected by the Full Members of the Society as provided in Article 6.1.4 at the Annual General Meeting.

6.2.3 The Officers may hold office as defined in Article 6.1.4.

6.3 Duties of the Officers of the Society

6.3.1 The President:

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

- (a) supervises the affairs of the Board and, when present, chairs all meetings of the RMCA, the Board and the Executive Committee;
- (b) is an ex officio member of all Committees;
- (c) acts as the spokesperson for the Society;
- (d) has signing authority for financial instruments; and
- (e) carries out other duties as required or assigned by the Board.

6.3.2 The Vice President:

- (a) presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairperson for the meeting;
- (b) replaces the President at various functions when asked to do so by the President or the Board;
- (c) has signing authority in place of the President or Treasurer, under agreement of the Board and only if his signature is on file with the financial institution; and
- (d) carries out other duties as required or assigned by the Board.

6.3.3 The Treasurer

- (a) ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board, with such deposit covered by CDIC insurance;
- (b) ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- (c) ensures that ongoing records and accounts are maintained for the Society's financial activities and transactions;
- (d) ensures an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- (e) chairs the Finance Committee of the Board;
- (f) has signing authority for financial instruments; and
- (g) carries out other duties as required or assigned by the Board.

6.3.4 The Secretary:

- (a) attends meetings of the Society and the Board;
- (b) records minutes of the Society and Board meetings;
- (c) keeps and distributes official Board records including, but not exclusive to, these Bylaws and the Society's Strategic Plan;
- (d) keeps and distributes accurate minutes of these meetings;
- (e) has charge of the Board's correspondence, as per Article 7.5;
- (f) ensures that a record is kept of the names and addresses of all members of the Redwood Meadows Community Association, as per Article 7.5;

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

- (g) Secretary, under agreement of the Board and only if his signature is on file with the financial institution; and
- (h) carries out other duties as required or assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The Chairperson calls committee meetings. Each committee:

- (a) records minutes of its meetings;
- (b) distributes these minutes to the committee members and to the Chairpersons of all other committees; and
- (c) provides reports to Board meetings at the Board's request.

6.4.2.3 Meetings may be called with at least two (2) days' notice. Committee members may waive notice.

6.4.2.4 A majority of committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting.

6.5 Standing Committees

The Board, at its discretion, may establish the following standing committees for research and planning purposes. These standing committees report to the Board and only act under direction from the Board:

- (a) Executive Committee;
- (b) Planning and Development;
- (c) Community Relations and Communications;
- (d) Community events;
- (e) Facilities;
- (f) Sports Programming; and
- (g) Any other committees as required.

6.5.1 The Executive Committee:

- (a) Consists of the President, Vice President, Treasurer and Secretary.
- (b) The President will call an Executive Meeting at the request of two other members of this committee or at his discretion.
- (c) Is responsible for the governance and management of the Board and its operations at the direction of the Board.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

6.5.2 The Planning and Development Committee:

(a) Consists of the Director as Chairperson, the President as ex officio and those Members as appointed by the Director.

(b) Is responsible for:

all development and planning activities affecting the community under the name of the Association; and taking on any other duties or responsibilities as required or assigned by the Board.

6.5.3 The Community Relations and Communications Committee:

(a) Consists of the Director as Chairperson, the President as ex officio and those Members as appointed by the Director.

(b) Is responsible for:

communicating and informing the community about the issues and accomplishments that matter to Redwood Meadows; and taking on any other duties or responsibilities as required or assigned by the Board.

6.5.4 The Community Events Committee:

(a) Consists of the Director as Chairperson, the President as ex officio and those Members as appointed by the Director.

(b) Is responsible for:

organizing all social programs and sponsored events; and taking on any other duties or responsibilities as required or assigned by the Board.

6.5.5 The Facilities Committee:

(a) Consists of the Director as Chairperson, the President as ex officio and those Members as appointed by the Director.

(b) Is responsible for:

the operation and ongoing maintenance of all facilities and to make recommendations to the Board on needed repairs, improvements, extensions and requirements for new facilities, and taking on any other duties or responsibilities as required or assigned by the Board.

6.5.6 The Sports Programs Committee

(a) Consists of the Director as Chairperson, the President as ex officio, and those Members appointed by the Director.

(b) Is responsible for:

booking of sports facilities; acting as liaison between the Redwood Meadows sports clubs and the RMCA; and taking on any other duties or responsibilities as required or assigned by the Board

6.5.7 Ad hoc Committees

(a) Consists of a Director-at-Large as Chairperson, the President as ex officio, and those Members appointed by the Director.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

(b) Is responsible for:

Membership, Beautification, Fundraising, Bylaws, Website; or other similar efforts; and taking on any other duties or responsibilities as required or assigned by the Board.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in Redwood Meadows, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, but must be located in the Province of Alberta.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on August 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must complete this audit. At each Annual General Meeting of the Society, the Treasurer submits a complete statement summarizing the Society's assets, debts, annual revenues and expenses for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary will have control and custody of the Seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society may only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 Two of the Officers of the Board must sign all cheques drawn on the monies of the Society. The principle signing Officers are the President and the Treasurer. In the absence of either, the Vice President or Secretary may sign.

7.4.2 A motion must be passed by a majority of Directors to approve all expenditures in excess of \$100 on behalf of the Society.

7.4.3 All contracts of the Society must be signed by the Officers or other persons authorized to do so by a motion of the Board. The Board determines how many signatures are on contracts.

7.5 The Keeping and Inspection of the Books and Records of the Society

7.5.1 The Secretary keeps the Minutes of meetings of the Members and of the Board.

7.5.2 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.3 A Member who wishes to inspect the books or record of the Society must give a minimum fifteen (15) business days' notice to the President or the Secretary of the Society of his intention to do so.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

7.5.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.5 The Treasurer will maintain financial records of the Society, which are open for such inspection by the Members.

7.5.6 Subject to the government's privacy legislation and restrictions, other records of the Society are also open for inspection, except for records that the Board designates as confidential.

7.5.7 Financial records will be maintained for a minimum of seven (7) years.

7.6 Borrowing Powers

7.6.1 The Society may raise funds to meet its Objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

7.7.1 No Member, Director or Officer of the Society shall receive any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon submission of appropriate receipts for the expenses for Board approval.

7.8 Protection and Indemnity of Directors and Officers and Members

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer or Member 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 or Member for acts of fraud, dishonesty or bad faith.

7.8.2 No Director or Officer or Member is liable for the acts of any other Director, Officer, Member or employee. No Director or Officer or Member 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 or Member 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, dishonesty or bad faith.

7.8.3 Directors or Officers or Members can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers or Members are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 - AMENDING THE BYLAWS

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution (as defined in Section 1 (d) of the Societies Act) at any Annual General or Special General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include a description of the proposed resolution to change the Bylaws.

REDWOOD MEADOWS COMMUNITY ASSOCIATION BYLAWS

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 The Society does not pay any dividends or distribute its property among its Members.

9.2 At the time of dissolution, funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

9.3 If the Society is dissolved, after paying any and all debts, any funds or assets remaining shall be paid to a registered and incorporated charitable organization, or put into a trust for future use by a new community association that may be formed on behalf of the Redwood Meadows community. Full Members may make this selection by Special Resolution. In no event do any Members receive any assets of the Society as part of the dissolution.