

BYLAWS  
THE ASSOCIATION OF SUMMER VILLAGES OF ALBERTA (ASVA)

1. INTERPRETATION:

- (a) In these bylaws, the singular shall include the plural, and the plural the singular; the word person shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the said statute or section as the case may be.
- (b) When construing the bylaws, reference shall be made to the Societies Act and words and expressions used in the bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in the Act.

2. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS:

- (a) There shall be three (3) types of membership in the Society, namely:
  - 1. Regular Members (voting, being a SV in good standing with the ASVA),
  - 2. Associate Members (voting, being any municipality, organization, local authority or related non-profit organization incorporated pursuant to provincial legislation),
  - 3. Honourary Life Members (non-voting, being a individual person whom has been “appointed” as an honourary member by the board of Directors);
- (b) Any summer village which applies to join the Society and pays the prescribed annual fee prior to the Annual Meeting will be an active member of the Association.  
  
Any cottage association which applies to join the Society and pays the prescribed annual fee prior to the Annual Meeting will be an associate member of the Association.
- (c) Any rate payer of a summer village who:
  - a. has served as Mayor, Councillor or Municipal Administrator/Secretary-Treasurer for the summer village, or
  - b. has served as a member of the Executive of the Association of Summer Villages of Alberta, or
  - c. has rendered other noteworthy services to a summer village or to the Association may be elected as an honorary life member of the Society on a motion by a two-thirds majority vote of the Board of Directors.
- (d) Each Summer Village or Associate Member shall pay an annual membership fee as set by the Executive.
- (e) No annual membership fee shall be charged to honorary life members of the Society.
- (f) The Executive Director shall notify the members of the dues or fees of any type payable by them and a member shall be deemed to be in good standing when he has paid his current annual membership fee.
- (g) At any Annual or Special Meeting of the Society an active member may be represented by three Councilors and the Municipal Administrator/Secretary-Treasurer and each of them shall be entitled to vote on elections and all matters before the Society.

3. THE WITHDRAWAL OF MEMBERS AND THE MANNER, IF ANY, IN WHICH A MEMBER MAY BE EXPELLED:

- (a) Any member who has not, prior to the Annual Meeting, paid all dues or fees payable will cease thereon to be a member of the Society and any member may upon payment of all unpaid fees or dues be reinstated by the Executive;
- (b) Any member may withdraw from the Society by tendering his resignation in writing to the Executive and may be expelled by the Society by an extraordinary resolution of the members passed in the Annual Meeting called for that purpose and in like manner any member may be suspended whose conduct shall have been determined by the Executive to be improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution, or a breach of the bylaws of the Society.

No member shall be expelled or suspended without having been notified of the charge or complaint against him and without having the person given an opportunity to be heard by the Executive at a meeting for that purpose.

4. MODE AND TIME OF CALLING ANNUAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM AT ANY SUCH MEETING AND THE RIGHTS OF VOTING:

- (a) The Annual Meeting of the Society shall be held each year in the month of October if this meeting has not been set for another date by the Executive.
- (b) The time and place of each Annual Meeting may be designated by resolution of the Society at its preceding Annual Meeting or may be fixed by the Executive.
- (c) The Executive Director shall mail a notice in writing notifying the members of the date, time and place where the Annual Meeting will take place, approximately six (6) weeks prior to the time that the meeting will take place.
- (d) The active members may submit to the Executive Director of the Society from time to time throughout the year any resolution which the summer village desires to have considered by the Society at its next Annual Meeting.
- (e) Approximately six (6) weeks before the date of each Annual Meeting of the Association the Executive Director shall forward to each member of the Society a copy of each resolution then in his hands which is proposed for consideration by the Annual Meeting.
- (f) An Annual Meeting of the Society may decline to consider and vote upon any resolution which has not been placed in the hands of the Executive Director of the Association in time to be circulated to the membership prior to the date of the Annual Meeting.
- (g) A resolution which has been submitted to the Executive Director too late for circulation to the membership in advance of the Annual Meeting may be considered if its consideration is approved by a two-thirds majority vote of the voting delegates at the Annual Meeting.
- (h) Special meetings of the members may be convened by the order of the Executive for any time or any place in Alberta.

- (i) Notice of the time and place of special meetings and the general nature of the business to be transacted (except in the case of an extraordinary resolution in which case the notice shall specify the intention to propose the specific resolutions as an extraordinary resolution) shall be communicated in any manner permitted by these bylaws to each member entitled there to at least fourteen (14) days before the holding of the meeting; provided always and subject to the provisions of The Societies Act, special meetings of members, may be held at any time and place in Alberta without special notice if each of the members either consents to the holding of the meeting or is present thereat. Members may also, by writing, waive notice of Special Meetings of the members.
- (j) Whenever under the provisions of these bylaws notice is required to be given, such notice may be given either personally or by electronic means or by depositing the same in a post office in a postpaid sealed envelope addressed to the member of the Executive or member at his address as the same appears in the books of the Society or by leaving notice in the member's mailbox. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office as foresaid, or sent by electronic means shall be held to be sent when the same was transmitted by electronic means. For the purpose of sending any notice the address of any member, of members of the Executive shall be his last address as recorded on the books of the Society.
- (k) No error or omission in giving notice of any Annual or Special Meeting or of any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (l) A quorum for the transaction of business at any meeting of members shall consist of not less than one-third (1/3) of the member Summer Villages.
- (m) Any meeting of the members of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- (n) At all meetings of the Society every question shall be decided by a majority of the votes of the voting members present in person unless otherwise required by the bylaws of the Society, or by law. Every question shall be decided in a first instance by a show of hands unless a poll be demanded by any member and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Society in general, meeting upon the matter in question. In case of an equality of votes in an Annual or Special Meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

5. DIRECTORS:

- (a) The affairs of the Association shall be administered by a twelve (12) member Board. The board shall consist of a President, a Past-President, a Vice-President and nine (9) Directors, all of whom must represent different summer villages. Of the nine (9) directors, a maximum of 2 may be village administrators.

The term of office of all directors shall be three (3) years with the term starting from the AGM of the year of municipal elections and ending with the next AGM of the year of the next municipal elections. The election may be by a show of hands unless a ballot is demanded by any member.

The members of the Society may, by resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may by resolution elect any person in their stead for the remainder of their term.

The Board of Directors may appoint a person to fill a vacant board position that occurs after the Annual Meeting.

- (b) Prior to the Annual Meeting the retiring Board of Directors may appoint a nominating committee to nominate a slate of Directors for the coming year. Further nominations will be accepted from the floor at the Annual Meeting.
- (c) Any Councilor of an active member is eligible for election to the position of President, Vice-President or Director. Any municipal administrator of an active member may be elected to the position of Director.
- (d) A person elected as President, Vice-President or Director shall continue in office until the first meeting of the Board of Directors at which his successor is elected notwithstanding that he may cease to be a Councilor or Municipal Administrator/Secretary-Treasurer of an active member.
- (e) In the conduct of elections at the Annual Meeting:
  - (i) nominations shall be received and elections held to elect eleven (11) Directors;
  - (ii) the retiring President will then call a meeting of the newly elected members within thirty (30) days and shall act as Chairman of that meeting until the President has been elected;
  - (iii) the eleven (11) Directors shall elect a President and a Vice-President from among their own members.
- (f) The Board of Directors may from time to time appoint an Executive Director and such Officers and Agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such Executive Director, Officers, Agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board, but such Officers, Agents or employees need not be Directors or members.
- (g) The Directors shall have the duty of carrying out the objects of the Society.

- (h) The Executive Director may not be an elected member of a Member Association Council.
- (i) At any meeting of the Executive, five (5) members present in person shall constitute a quorum.
- (j) The Executive may confer, vote and approve resolutions by correspondence, so long as the correspondence is addressed to every member of the Executive at his last known mailing address, and so long as each resolution is approved in writing by a majority of the members of the Executive.
- (k) The Executive shall:
  - (a) deal with all matters of policy and all legislation and regulations affecting summer villages which may require attention from time to time; and
  - (b) present to senior governments and other authorities such resolutions as may be passed by the Society in the Annual Meeting; and
  - (c) report to the next Annual Meeting the actions taken by senior governments as a result of resolutions approved by the Society.
- (l) Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way, by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (m) The Executive may appoint such committees as it deems necessary or advisable from time to time to assist it in carrying out the objects of the Society.
- (n) The Executive may expend the funds of the Society from time to time for such purposes as it considers necessary or advisable to enable the Society to carry out its objects.
- (o) No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Directors may at any time approve any or all proceedings taken or had thereat.
- (p) The members of the Board of Directors of the Society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the constitution and bylaws.
- (q) Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the Society and his heirs, executors and administrators, estate and effects respectively from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Directors sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of his or their office and also from and against all costs, charges and other

expenses which he sustains or incurs, in about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own neglect or default.

- (r) Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by an Officer or by any Director or other person authorized by the Board.
- (s) Notwithstanding any provisions to the contrary contained in the bylaws of the Society the Board of Directors may at any time and by resolution direct the manner in which and the person or persons by whom a particular instrument, contract or obligation of the Society may or shall be executed.
- (t) All cheques, bills of exchange or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, Agent or Agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or Agents may alone endorse notes and drafts for collection on account of the Society through its Bankers, and endorse notes and cheques for deposit with the Society's Bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the Bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and its bankers and may receive all paid cheques and vouchers and sign all the Bank's forms or settlement or balance and release or verification slips.

6. SPECIAL ASSESSMENTS:

- (a) If in any year a situation arises where it appears that some interest of summer villages could be protected by collective action or some object of the Society could be furthered or attained in whole or in part then the Executive of the Society may take such action as it deems fit.
- (b) If the Executive considers the Society should take some action involving the expenditures of funds in excess of those available from the current budget of the Society, the circulation of a special assessment may be authorized by an affirmative vote of at least seven (7) members of the Executive.
- (c) The Executive of the Society may expend special assessments received from its members for the purposes for which they were subscribed, notwithstanding that one or more members may have elected not to contribute to the special assessment.
- (d) If the Executive of the Society is of the opinion that the monies collected from a special assessment are inadequate to undertake the collective action proposed, or other useful alternative action to deal with the said situation, then the Association may refund the special assessments to those members who contributed to it.

7. FISCAL PERIOD:

The Society shall have a fiscal period ending December 31st of each year.

8. EXERCISE OF BORROWING POWERS:

For the purpose of carrying out the objects of the Society, the Directors may from time to time:

- (i) borrow money on the credit of the Society;
- (ii) issue, sell or pledge securities of the Society; and
- (iii) charge, mortgage, hypothecate or pledge all or any part of the real and personal property of the Society including book debts, rights, powers, franchises or undertakings, to secure and securities or any moneys borrowed or other debt, or any other obligation of liability of the Society, provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Society.

9. AUDIT OF ACCOUNT:

- (a) The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine.
- (b) A Director, Officer, member or any employee of the Society or any person who is a partner or in the employment of any of the aforesaid, shall not, without a resolution of the members of the Society, be capable of being appointed auditor of the Society.
- (c) The auditor shall make a report to the members and Directors on the accounts examined by the auditor in preparation of the balance sheet and statement of income and expenditures laid before the Society at any Annual Meeting during their tenure of office, and the report shall state:
  - (i) whether or not they have obtained all information and explanations they require;
  - (ii) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as to the date of the balance sheet and the result of the operations for the year ended on that date according to the best of the information and the explanations given to them, and as shown by the books of the Society.
- (d) Every auditor of the Society shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the duty of the auditor.

10. CUSTODY AND USE OF THE SEAL OF THE SOCIETY

The Board of Directors may adopt a seal which shall be the common seal of the Society.

The common seal of the Society shall be under the control of the Directors and the responsibility of its custody and use from time to time shall be determined by the Directors.

11. PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS OF MEETINGS OF THE SOCIETY AND OF THE DIRECTORS, AND OTHER BOOKS AND RECORDS OF THE SOCIETY:

(a) The Directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.

(b) The books of accounts shall be kept at such place in Alberta as the Directors think fit and shall at all times be open for inspection by the Directors.

(c) The Executive Director specifically charged by the Board of Directors shall maintain and have charge of the Minute Book of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors.

12. TIME AND PLACE (IF ANY) AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY MEMBERS:

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by a bylaw or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

13. DISSOLUTION

Should the Association Members direct a return of the Association's certificate of registration according to section 34 and 35 of the 1980 Province of Alberta's Societies Act the Board of Directors shall distribute the Association's net assets as follows:

a. The Associations' net remaining assets shall be proportionately returned to existing active members,

b. If no members exist at the time of dissolution, the association shall donate the associations' net assets to a Lake Stewardship Society (*Watershed Association or similar society*), as determined by the Board of Directors.

AMENDED JANUARY 19, 2008  
AMENDED OCTOBER 18, 2008  
AMENDED OCTOBER 16, 2010