

CATHEDRAL AREA COMMUNITY ASSOCIATION

Bylaw No. 1-2004 – Amended March 2012, Amended April 2019

A bylaw respecting the organization and transaction of the affairs of the Cathedral Area Community Association.

This bylaw may be cited as the Cathedral Area Community Association Constitution.

WHEREAS the Cathedral Area Community Association (CACA) was incorporated in 1976 pursuant to The Non-profit Corporations Act of Saskatchewan;

BE IT ENACTED as a bylaw of the Cathedral Area Community Association as follows:

1. INTERPRETATION

In this bylaw and all other bylaws and resolutions of the Cathedral Area Community Association unless the context requires otherwise:

- (a) **“Annual general meeting”** means a meeting as described in subsection 15.01;
- (b) **“Association”** means the Cathedral Area Community Association;
- (c) **“Board”** means the Board of Directors elected at the annual general meeting;
- (d) **“Cathedral Area”** means that part of the City of Regina bounded on the east by Albert Street, on the north by the main line of the Canadian Pacific Railway, and on the south and west by Wascana Creek;
- (e) **“General meeting”** means a meeting other than the annual general meeting or a special meeting;
- (f) **“Immediate family”** means parent, spouse, son or daughter and brother or sister;
- (g) **“Member”** means a member of the association as defined in articles 6.01 and 6.02; and
- (h) **“Spouse”** includes a common law spouse.

2. HEAD OFFICE

The head office of the Association shall be in the City of Regina, in the province of Saskatchewan at such place that may be determined by the Board.

3. CORPORATE SEAL

3.01 The Association shall have a seal in such form as approved by the Board.

3.02 Where the seal of the Association is required, it shall be affixed by the President or the Office Administration and Communications Co-ordinator.

3.03 Any document required to be executed under seal shall be signed by the President and Vice-President and the Office Administration and Communications Co-ordinator.

3.04 The seal shall be kept by the Office Administration and Communications Co-ordinator.

4. PURPOSE

The Cathedral Area Community Association dedicates its energy and volunteers to keep the Cathedral Area a vibrant neighborhood with a home town feel and a rich sense of community.

5. OBJECTIVES

The objectives of the CACA are to:

- (a) identify and respond to community needs;
- (b) link community needs with appropriate resources;
- (c) engage in ongoing dialogue with the community;
- (d) provide leadership and vision to the community;
- (e) advocate for and with the community; and
- (f) be fiscally responsible.

6. MEMBERSHIP

6.01 Classes of Members and Entitlements

The Association shall have two classes of membership – regular and associate.

- (a) A ‘Regular’ member shall be an individual who supports the objectives of the Association, whose objects are similar to those of the Association and who purchases a membership card.

- (b) The Board may, by resolution, confer privileges on regular members.
- (c) An 'Associate' member shall be an individual who generally supports the objectives of the Association and who resides in the Cathedral Area;

6.02 Eligibility for Membership

Membership in the Association is open to any person who:

- (a) resides in the Cathedral Area and/or operates a business in the Cathedral Area;
- (b) is at least 18 years of age; and
- (c) has paid the membership dues set by the Board for regular membership in the Association.

7. DIRECTORS

7.01 Board of Directors

- (a) The affairs of the Association shall be governed by a Board comprised of twelve Directors elected by the members of the Association.
- (b) A quorum of the Board shall be fifty per cent plus one of the sitting members

7.02 Eligibility

Any person is eligible to be a Director of the Association who:

- (a) Meets the eligibility requirements for membership in the Association set out in Article 6.02; and
- (b) is not an employee of the Association.

7.03 Term of Office

- (a) Directors shall hold office for a term of two years beginning the day following the annual general meeting at which he/she was elected.
- (b) No Director shall be eligible to serve more than three consecutive terms.
- (c) A member who has served three full consecutive terms on the Board shall not be eligible to serve again as a Director of the Board before the passing of one year.
- (d) A member under clause 7.03(c) may continue to serve on committees of the Board or affiliated groups during the year in which he or she is ineligible to serve as a Director of the Board.

7.04 Election of Directors

- (a) The number of Directors to be elected at each annual general meeting shall not exceed the difference between the maximum number of Directors pursuant to subsection 7.01 and the number of Directors whose term expires pursuant to subsection 7.03.
- (b) The members of the Association present at the annual general meeting shall elect Directors, which shall be nominated from the floor verbally or in writing.
- (c) The Board may, at least 30 days before an annual general meeting, appoint a nominating committee to carry out any duties that the Board may direct.
- (d) Where the number of candidates is fewer than or equal to the number to be elected those candidates shall be elected by acclamation.
- (e) Where the number of candidates exceeds the number to be elected the candidate or candidates with the largest number of votes shall fill the vacancies.
- (f) The election of Directors shall be conducted by secret ballot.

7.05 Vacancies

- (a) Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors at a regular meeting of the Board so long as a quorum of Directors is present.
- (b) A Director so elected shall remain in office until the conclusion of the term of office of the Director that they have filled.
- (c) The Directors shall not fill a vacancy in the manner specified in this clause during the 90 day period immediately preceding an annual general meeting or a special meeting.
- (d) If the number of vacancies exist that prevent a quorum of Directors, the remaining Directors shall call a special meeting of the members to fill the vacant Director positions.

7.06 Removal of a Director

A Director shall automatically cease to hold office if:

- (a) a resolution to that effect is passed by a two-thirds majority of the members of the Association voting at a meeting duly called for that purpose; or
- (b) the Director otherwise ceases to be eligible as a member under the terms of clause 7.02 of this bylaw.

7.07 Director Attendance

- (a) The Board may request the resignation of a Director who fails to meet the attendance requirements as provided in clause 7.07 (c).
- (b) A Director who is the subject of a resolution adopted by the Board pursuant to clause (a) shall be deemed to have resigned from the Board upon the adoption of the resolution and such resignation shall take effect immediately.
- (c) The Board shall establish an attendance policy for its regular Director meetings that will be overseen and implemented by the President.

7.08 Conflict of Interest

Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he:

- (a) shall disclose his or her interest fully at a meeting of the Directors in a manner prescribed by The Non-profit Corporations Act, 1995;
- (b) shall disclose his or her interest and the general nature of the interest prior to any consideration of the matter in the meeting;
- (c) shall not take part in the discussion of or vote on any question in respect of the matter; and
- (d) shall not in any way, whether before, after or during the meeting attempt to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting at which it was declared.

7.09 Meetings

- (a) Meetings of the Board may be held at such times and at such places within the Cathedral Area as the Board may from time to time determine.
- (b) The Board shall meet at least eight (8) times each calendar year.
- (c) The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than three times per year.
- (d) Notice of meetings of the Board shall be given to Directors at least one week prior to the date of the meeting, but the Directors may meet on regular dates without notice, or may by unanimous consent, meet at any time or place without notice.

7.10 Remuneration of Directors

- (a) The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position.
- (b) Directors may receive reasonable compensation for expense incurred by them in the normal course of their duties.

8. POWERS OF DIRECTORS

8.01 General and Specific

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by The Non-profit Corporations Act, 1995, or by any other statutes or laws that are from time to time applicable, except where such power is contrary to the statutes or common law regarding non-profit corporations and, without limiting the generality of the foregoing, shall have the following powers in particular the power to:

- (a) accumulate assets;
- (b) invest;
- (c) solicit grants and donations;
- (d) hold and dispose of real and personal property;
- (e) hire employees, determine their duties and title;
- (f) set remuneration and fees;
- (g) issue cheques; or
- (h) make policies, rules and regulations, and any restriction on such powers.
- (i) Establish, authorize, and oversee committees.

8.02 Bylaws

- (a) The Directors, by resolution, may make, amend or repeal any bylaws that regulate the activities and affairs of the Association.
- (b) The Directors shall submit a bylaw, an amendment or a repeal of a bylaw adopted in clause (a) to the members at the annual meeting of members and the members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal.
- (c) A bylaw, amendment or repeal of a bylaw becomes effective from the day of the resolution of the Directors pursuant to clause (a), until it is confirmed or rejected by the members of the Association or until it ceases to be effective pursuant to clause (d), and where the bylaw is confirmed it continues in effect in the form in which it was confirmed.
- (d) Where a bylaw is rejected by the members, or if a bylaw adopted by the Directors is not submitted to a vote of the members, the bylaw ceases to be effective and no subsequent resolution of the Directors to adopt a similar bylaw for the same purposes or effect is effective until the bylaw is confirmed by the members.
- (e) The Board shall provide public notice of its intention to present a bylaw, an amendment to a bylaw or a repeal of a bylaw, to the members of the Association at least thirty days prior to the date of the annual meeting.

8.03 Powers of Individual Directors

- (a) No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Association except as provided by this bylaw or by resolution of the Board.
- (b) No individual Director shall have any authority to act on behalf of the Association except as provided in this bylaw or by resolution of the Board.

8.04 Duties of Individual Directors

The Board and individual Directors:

- (a) represent the membership of the Association and are directly accountable to said membership;
- (b) have a fiduciary duty to those who provide funds to the Association and to its staff for the sound administration of the Association; and
- (c) a general duty of trust to those served by the Association and to the general public.

Every Director of the Association shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interest of the Association, and in connection therewith shall exercise the care, diligence and skill that a reasonable prudent person would exercise in similar circumstances.

9. OFFICERS AND DUTIES

9.01 Election of Officers

The Board shall annually, or as often as may be required, elect a President, Vice President and Treasurer from among its members.

9.02 President

- (a) The President shall, when present, preside at all meetings of the Association and along with the Board, generally oversee and supervise the governance of the Association including duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.
- (b) The President shall be elected for a term of one year and shall not be eligible for re-election for more than three consecutive terms.

- (c) The President shall be one of the signing officers for the signing of bylaws, cheques, special resolutions and other such documents requiring signatures.

9.03 Vice-President

- (a) The Vice-President shall, in the absence of the President, preside over meetings of the Association and of the Board at its Executive Committee and otherwise exercise all the powers and duties of the President.
- (b) The Board, in the absence of the President and Vice-President, may appoint from among its numbers, an Acting President.
- (c) The Vice-President shall be one of the signing officers for the signing of bylaws, cheques, special resolutions and other such documents requiring signatures.

9.04 Treasurer

- (a) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board.
- (b) The Treasurer shall, under the direction of the Board, disburse the funds of the Association, taking proper vouchers therefore and shall render to the Board at regular meetings thereof or whenever required by the Board or otherwise, an account of all such transactions and the fiscal position of the Association.
- (c) The Treasurer shall be one of the signing officers for the signing of bylaws, cheques, special resolutions and other such documents requiring signatures.
- (d) At the beginning of each fiscal year, the Treasurer shall submit an annual budget to the Board for approval that will include all anticipated revenues and expenses for the year associated with the activities of the Association including all committees. On a quarterly basis, the Treasurer shall submit a forecast of the budget for the Board's approval.

9.05 Secretary

- (a) The Secretary shall oversee the preparation of meeting agendas and record the proceedings of the Board at all meetings of the Association.

9.06 Authorizing the Disbursement of Funds

- (a) Further to the signing authority granted to the President, Vice-President and Treasurer noted above, two signing officers shall be required to sign or otherwise approve and/or oversee the disbursement of funds in excess of \$50.

9.07 Office Administration and Communications Co-ordinator

- (a) The Board may appoint an Office Administration and Communications Co-ordinator to manage the affairs of the Association under the general direction of the Board.
- (b) The Office Administration and Communications Co-ordinator shall:
 - (i) hold office at the pleasure of the Board or until he or she resigns the office;
 - (ii) be accountable to the Board for the proper and legal conduct of the business of the Association according to the policies established by the Board;
 - (iii) be responsible for the organization of the work of the Association;
 - (iv) As directed by the Board, attend meetings of the Board without note or comment; and,
 - (v) perform others duties as requested by the Board.

10 INDEMNIFICATION

Every Director or officer of the Association and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

11 EXECUTIVE COMMITTEE

11.01 Composition

The Executive Committee shall consist of the President, Vice-President and the Treasurer.

11.02 Selection

- (a) The Officers of the Association shall be appointed by resolution of the Board at its first meeting following each annual general meeting at which the Directors are elected.
- (b) Any other members of the Executive Committee designated as such under this bylaw shall be appointed no later than at the next subsequent meeting of the Board.
- (c) In the event of a vacancy in any elected position on the Executive Committee, the Board shall, by election from among the members of the Board, fill such position within sixty days of the vacancy occurring.

11.03 Authority

- (a) During the interval between meetings of the Board, the Executive Committee shall possess and may, subject to the ratification by the Board, exercise all the powers of the Board in the governance and direction of the Association in such manner as the Executive Committee shall deem best for the interest of the Association subject to any specific directives imposed by the Board, this bylaw or any other statutory or common law.

12 CATHEDRAL VILLAGE ARTS FESTIVAL COMMITTEE

12.01 Purpose

- (a) The Board shall annually appoint a Chair or Co-Chairs to the Cathedral Village Arts Festival Committee to plan, organize and conduct the annual Cathedral Village Arts Festival. The Board shall appoint at least one Director to the Cathedral Village Arts Festival Committee.
- (b) The Committee shall report, at such intervals as requested by the Board, on the activities of the committee, including financial information with respect to the Cathedral Village Arts Festival.

12.02 Objective

The objective of the Cathedral Village Arts Festival shall be as follows:

The Cathedral Village Arts Festival is a dynamic celebration of the arts, the life and the spirit of the Cathedral Area. The festival encourages diverse participation and enhances community identity by: highlighting Cathedral area artists, expanding an audience for the arts, providing opportunities for innovation and the creation of new work, fostering the creative spirit in everyone.

14 OTHER COMMITTEES

- (a) The Board may, by resolution, establish such other ad hoc or standing committees with such duties and powers as it deems to be in the interests of the Association.
- (b) Except as otherwise provided in this bylaw, each such committee shall:
 - (i) be chaired by a Director or a member of the Association;
 - (ii) have the committee membership and terms of reference approved by resolution of the Board;
 - (iii) consider such matters as are referred to it by the Board;
 - (iv) keep records of its activities and recommendations; and
 - (v) report to the Board at such intervals as required by the Board.

15 MEETINGS OF MEMBERS

15.01 Annual General Meeting

The annual meeting of the Association shall be held within thirteen months of the last preceding annual meeting at such date, time and place within the Cathedral Area as determined by the Board for the purpose of:

- (a) considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- (b) confirming an amendment or rejecting a bylaw adopted by resolution of the Directors;
- (c) receiving and considering audited financial statements for the preceding fiscal year;

- (d) receiving and considering such other reports and statements as are required by The Non-profit Corporations Act, 1995;
- (e) electing Directors;
- (f) appointing the Auditor for the next fiscal year;
- (g) transacting any other business properly brought before the meeting.

15.02 Special General Meeting

- (a) The Office Administration and Communications Co-ordinator shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by at least twenty members of the Association.
- (b) A written request for a special meeting shall stipulate the purpose of such meeting.
- (c) A special general meeting shall be scheduled within thirty days of receipt of the request.
- (d) The meeting shall take place within 60 days of the receipt of the request at a date, time and place within the Cathedral Area and advertised by the appropriate means available, including the reason for the meeting.
- (e) The meeting will be advertised not less than 15 days before the date of the meeting, including the reason for the meeting.

15.03 Public Meetings

- (a) Public meetings of the Association may be held throughout the year.
- (b) Public notice shall be given of each Public Meeting
- (c) A quorum at a Public Meeting is ten members of the Association.

15.04 Notice and Agenda

- (a) Notice for any meeting of members shall be given at least thirty days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of the business to be transacted.
- (b) Only business on the agenda or related thereto shall be transacted at such meeting unless, subject to The Non-profit Corporations Act, 1995, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

15.05 Quorum

A quorum at an annual general meeting or a special general meeting is ten members of the Association.

16 INVESTMENTS

The Board may invest surplus monies to the credit of any fund by exercising the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

17 COMING INTO FORCE

This bylaw shall come into force on April 17, 2019.