



## Heritage Hills Community Association (HHCA) **Annual General Meeting (AGM) 2024**

### You Are Invited

The Heritage Hills Community Association holds an **Annual General Meeting (AGM)** each February to fulfill our obligations of a registered, non-profit society, and as set by our by-laws. We address the residents of Heritage Hills (Cochrane AB) to provide updates about our community, activities, financial status, and elect board members.

**Date:** Wednesday, February 21, 2024  
**Time:** Doors open @ 6:30pm, meeting starts at 7:00pm  
**Location:** In person and virtually

- A. **In person:** FCSS - 209, 2nd Ave W & FRN, 127 1 Ave, Cochrane, AB T4C 2B9
- B. **Video call link:** <https://meet.google.com/pob-hzfe-unn>
- C. **Dial in:** (CA) +1 587-794-9355 PIN: 110 975 822#

### Parking

Please park on the adjacent streets as the parking lot is reserved for residents of the building only.

### Access

Please access the **doors on the north** side of the building (facing Hwy 1A).  
Inside the vestibule, press the button for the **Stable Room**  
Follow the signs to the stairs or elevator to go **down one level**

### Agenda

The AGM will consist of **updates and announcements**, electing **board members** (open to any HHCA paid member), opportunities for **volunteers**, and hearing from the residents of Heritage Hills on what is important to you. We will be passing items such as **bylaw updates** and last year's AGM meeting minutes. The detailed agenda is attached to this letter.

### Voting

Be sure to set-up or re-new your **annual membership** if you wish to participate in voting or to join a position on the board. Memberships are **\$20 per household** and can be paid by cash at the AGM or e-transfer to:  
[membership@hhca-ab.ca](mailto:membership@hhca-ab.ca)

Tell us **what is important to you**. What three things would you expect from the Heritage Hills Community Association?

Sincerely,

Timothy Neshel, Secretary  
Heritage Hills Community Association  
[info@hhca-ab.ca](mailto:info@hhca-ab.ca)



Heritage Hills Community Association (HHCA)  
**Annual General Meeting (AGM) 2024**

With a Special Guest!

**Date: February 21, 2024 (in person and virtual)**

**Doors will open at 6:30 PM**

**The meeting will begin at 7:00 PM**

**Agenda**

1. Welcome and Housekeeping
2. Meeting the Board
3. Special Guest
4. Call to Order
5. Approve Meeting Minutes from February 2023 AGM
6. President's Report
7. Treasurer's Report
8. 2024 Events Outlook
9. Community Garden
10. Communications Update
11. Special Resolution: HHCA Bylaws Update
12. Committee and Volunteer Opportunities
13. Election of The Board
14. Adjournment
15. Questions and Answers

**Attachments**

- A. Guidelines for Virtual Attendance
- B. Meeting Minutes from February 2023 AGM
- C. HHCA Bylaws Update
- D. 2024 Events Calendar

Please submit your questions in advance of the AGM to [info@hhca-ab.ca](mailto:info@hhca-ab.ca). For further information about Heritage Hills Community Association (HHCA) please visit [www.hhca-ab.ca](http://www.hhca-ab.ca). We look forward to meeting you and to a collaborative 2024.



## AGM Guidelines: Virtual Attendance

### Introduction

The 2024 Annual General Meeting (AGM) is available to attend virtually. The following guidelines provide the necessary information to join the meeting and participate. For additional questions relating to virtual attendance please contact the Heritage Hills Community Association (HHCA) at: [info@hhca-ab.ca](mailto:info@hhca-ab.ca)

### Meeting Information





- Wednesday, February 21 · 7:00 – 9:00pm
- Time zone: Calgary, AB
- Video call link: <https://meet.google.com/pob-hzfe-unn>
- Or dial: (CA) +1 587-794-9355 PIN: 110 975 822#
- More phone numbers: <https://tel.meet/pob-hzfe-unn?pin=7709417589546>

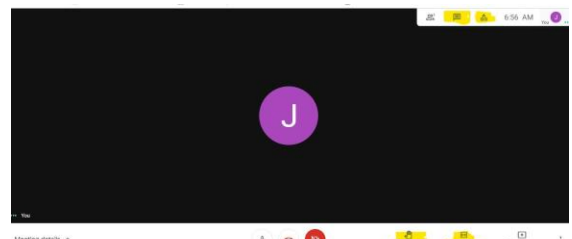
### Housekeeping

- We ask for patience and understanding of the limitations of a digital meeting. We have tried to address some of the more common issues below.
- Imagine an in-person meeting: we ask all attendees to treat all others with courtesy and respect, refrain from interrupting speakers, and waiting for your turn to speak.
- Patience with us - we have tried to anticipate most scenarios but there will undoubtedly be some surprises! We have put together some information to help run a smooth event and will do our best to problem-solve on the spot.
- We ask that all attendees please keep our device on "mute" to minimize background noise and interruptions. The moderator has the ability to mute all, but all individuals have the ability to un-mute themselves at any time. We ask for patience and courtesy.
- Please use the "raise hand" option on your device, or type your question in the Comments section.

### Google Meet

The following controls are available either on Windows PC or Apple Mac. We recommend using the Google Chrome browser to attend the meeting.

- The Chat  icon opens the Chat window for you to ask questions.
- The Activities  icon is used to access the Polls for voting, etc.
- Use the Raise Hand  icon to get attention of the moderator and/or board members if you have a question or comment.
- Use the Turn on Captions  function if you are having trouble hearing and would want to be able to read what is said.
- When joining the meeting please mute your microphone.





## Attendees

This AGM is for **all residents** of the Heritage Hills. Only **Members** of the Community Association (paid up for the 2024 year) may participate in voting for board members or running for board positions.

- We have provided members with a link to the meeting. We ask that you do not forward this link to others as we try to keep the business of the HHCA limited to members of our community. Please contact a board member if you think extending an invitation to a specific individual is appropriate.
- We **STRONGLY** encourage everyone to pay their membership BEFORE the day of the meeting. This ensures your receipt and confirmation, and makes it easier for us to keep track of attendees.
- Our team will work in the background to confirm attendees at the start of the AGM. You may purchase your \$20/household membership at the start of the meeting if you haven't already done so (please consider this will take some time and attention away from the start of the meeting - we don't want you to miss anything).
- We ask that only **one computer/device** per household be used to view the meeting. This helps us to confirm member household.

## Voting

The moderator will design questions for voting throughout the meeting.

- Please vote! Remember, **one vote per household**, not per individual (as defined in our by-laws).
- The results of these votes can be seen by all as a percentage immediately after votes are cast. The record of individuals who voted is only available at the end of the session. This means that voting seems anonymous in the moment, but a digital record is created.
- The capabilities of the platform are limited, so those attendees participating by phone are asked for a verbal vote.

## Comments

Please use the "Comments" section of the platform for any questions.

- You may write your questions at any time during the meeting and our team will do our best to share the question and prepare timely responses.
- We plan to have a Q&A portion to the meeting after our presentations and business is complete.
- Please submit your questions in advance of the AGM to [info@hhca-ab.ca](mailto:info@hhca-ab.ca). For

END OF GUIDELINES

# AGM - Meeting Minutes

March 22, 2023

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**Date:** February 28, 2023  
**Location:** Online  
**Purpose:** Annual General Meeting  
**Attendees:** President: Cynthia Nemeth  
Vice President: vacant  
Treasurer: Terri Haynes  
Secretary: vacant / Cynthia Nemeth  
Events: Mark Haynes (joined later in the evening)  
Communications: David Chidley  
Director at Large: Community Garden - Nikki Anguish  
Director at Large: Planning & Development - Andrew Narten  
Director at Large: Vacant  
Digital Committee: Jason Blanchette

\* community members

Meeting called to order at: 7:07 by: Cynthia Nemeth

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## Housekeeping:

- washrooms
- fire exits and muster point

## Call to Order: Cynthia Nemeth

1. Attendance
  - Quorum (board members) - minimum 4
  - Quorum (paid members) minimum 10 (we have 3 at start of meeting)
  - did not achieve quorum tonight
  - we can hold an informal meeting and ratify later
2. Approval of Minutes (2022 AGM)
  - posted on the website

## Welcome Message: Cynthia Nemeth

1. Acknowledge and welcome everyone in attendance to this (first ever) hybrid event.
2. Review the Agenda
3. Introduction of the HHCA:
  - NOT an HOA
  - 100% volunteer-run
  - Registered as a Non-Profit Society with the AB government
  - Mission, Vision, Values

## Agenda Item: Guest Speaker - Samantha (Sam) Casselton - Municipal Enforcement, Town of Cochrane

- There are 8 Peace Officers in the Town who enforce some of the Town by-laws, Provincial by-laws, and the Traffic Safety Act. They are not the same as the RCMP.



- They do not just issue tickets, but aim to educate, inform, and empower residents, working toward creating a safer place, and a community that cares.
- 5 main priorities:
  1. Efficient Management and Service Delivery - professional, effective, and empathetic responses.
  2. Traffic Safety - roads, sidewalks, and pathways
  3. Animal Control and Education - investigation and education
  4. Employee Development - ensure proper training
  5. Identify Community Needs and Strengthening Connections
- Liaison Officer is a new role focuses on #5 with the goal of reaching out to community members to find out the community concerns and stop the smaller issues from becoming larger issues. Liaison Officer is seen in schools, BGCC events, community events, senior's homes, and Coffee-with-a-Cop. We will post upcoming dates on our website/Facebook page.
- Q&A and discussion rounded out this portion of the meeting:
- Outdated and abandoned developer signs in HH and other neighbourhoods as well are going to be addressed.
- Clarification and address maintenance of yards/easements/peripheries.
- Areas of Concern: dumping in the neighbourhood, dog poop/animal incidents, traffic safety/speeding/parking.
- Knowing who to talk to with concerns:
  - Angie Basha Community Liaison for Parks and Open Spaces [Angie.Basha@cochrane.ca](mailto:Angie.Basha@cochrane.ca)
  - Chantal Barber Community Liaison Diversity and Inclusion [Chantal.Barber@cochrane.ca](mailto:Chantal.Barber@cochrane.ca)
  - Sam Casselton Community Liaison for Municipal Enforcement [Samantha.casseltonb@cochrane.ca](mailto:Samantha.casseltonb@cochrane.ca)
- Upcoming projects to improve Developer relationships/responsibilities, community standards by-law review, similar to Calgary's "Good Neighbour Guide".

## Agenda Item: Introduce Board Members

1. Terri Haynes - Treasurer
  - Moved from Ontario a year and a half ago
  - Been a member of the board for the past year as treasurer - has book keeping experience
  - Financial Report:
    - As of Dec. 31, 2022 we had approx \$2,000 in the bank
    - We spent some money on events this year including the Halloween Haunted House, Santa in the Park, and recent Hockey Tournament
    - We tried to keep costs low and used donations. We started to reach out to local businesses for sponsorship.
    - The Halloween Event - spent \$300 but made \$100 in entry donations and after-hours portion which was open to the public
    - The Santa Event was also low-cost as the ReMax tent rental was free, we had a lot of volunteer hours from the Haynes Family and donated wood for the fire pits (which were loaned by board members).
    - Overall we lost revenue in 2022. We started with \$1500 and ended the year at \$1900.

- For 2023 we'd like to do better at looking for sponsorship and applying for grants/funding
  - We are applying for the annual Town grant and expecting \$500
  - Insurance is our largest spend and we are planning ahead this year to look for better options
    - Directors and operators insurance is a must
    - Premiums for each event (either up front or as-you-go)
  - Audits
    - Our record-keeping is much improved on the shared drive including a folder for receipts.
    - Doreen Chidley (present) was provided with a audit book and Terri will contact our other past auditor
  - Membership Discussion:
    - We had a total of 41 members this year at \$20/family = 54% of our financials
    - We tried to increase Membership by offering events for free to members and a charge-per-event to non-members
    - We think there are about 550-600 homes in the community and hope to get 25% membership
    - **Community Member Louise Tremblay offered to gather some statistical data for us - she has professional experience**
    - We are still struggling with visibility - some are not aware of the HHCA (people move out and in continuously).
    - Others are still asking "What do I get for my \$20?"
    - Those who know what a CA is tend to pay their membership and show up to events.
  - Events:
    - Turn-out at events has been hit-and-miss. The Halloween Haunted House was very successful, although feedback indicates that The Clubhouse is not well-known in the Town.
    - The cold weather was a factor at the Santa event.
    - We try to make sure we are not overlapping with other events around Town (we re-scheduled our Hockey Tournament when we realized we selected the same day as the Kimmet Cup).
    - We are always competing with family holidays and Town events during the summer months.
    - We reviewed each event at the following meeting and noted ideas for growth and improvements.
    - We created a calendar outlining an event each month so that Members can see what we are working on
    - The next event could be an Easter Bunny event - something similar was quite successful a couple of years ago. We asked families to sign up a week or 2 before, prepared candy bags for the kids and delivered them. Let's consider gathering after the kid's portion to involve older kids / adults.
    - Mark Haynes is great at talking to people and building relationships with business leaders. He will continue his efforts for donations and sponsorship as he plans future events.
2. Andrew Narten - Director at Large - Planning & Development
- Member of the board for one year
  - building relationships with developers, home builders, and others

- represented the community at municipal events and meetings
  - other contributions to the association including event support, creative planning, and CA growth
4. Jason Blanchette - Digital Committee
- Involved with the HHCA in multiple capacities over the years
  - Set up the HHCA Website and shared drives; currently the Digital Committee ensuring maintenance of those items and helping with all technical items.
  - Suggest looking into free financial management software.
5. Cynthia Nemeth - President, Secretary
- Member of the board for 3 years, first as Secretary then also taking on role of President in 2022.
  - Organize and facilitate meetings, ensure our annual filing with the provincial government, make sure we send in our taxes, financial audits, etc.
  - working on networking with other CA's in Town, also attending Town meetings/events when possible, created the Newsletter and signs to help communicate events and promote HHCA visibility
6. Nikki Anguish - Director at Large - Community Garden
- Has been a board member for 3 years and helps with membership but mainly focuses on the Community Garden. The Garden was made possible from Grants the previous board members pursued from The Cochrane Foundation.
  - Planning to keep costs the same: \$20 to members and \$40 to non-members; first priority to residents of HH but can open it to the public if there are boxes left. People have already expressed interest including neighbours in Heartland.
  - We had a low-participation rate last year, largely due to the gopher issue
  - We expect improvements this year due to: construction disrupting their homes, and planting items that deter pests.
    - **Community Member Louise Tremblay has a lot of experience in this area and would like to help: i.e. mint oil has worked well for her**
  - We plan to have a Garden Party this year to kick off the season and to promote growing food to donate.
  - Nikki has also been working on an Ice Rink project for implementation in the next winter season.
    - There is a grant - application in progress
    - Insurance inquiries
    - storage of boards may be possible through Town storage facilities
    - water must be trucked in - estimating costs
    - need to work out seasonal maintenance
    - considering a rink or skating track, and/or other recreational facilities
    - cannot use the lands on the NW edge of the community as it is considered "private land" although we don't know the owner.
7. Dave Chidley - Communications
- Member of the board since the beginning
  - Maintains the website, FaceBook page and posts, and designs / prints posters.
  - There's a lot of work that goes into each event and it can be frustrating to see the low turn outs; but agrees that as long as our message is consistent we could see improvement.
  - Dave has a busy retirement life and while he won't leave us in a bind we are looking for someone to take on the Communications role.



**Agenda Item: New Business**

**Item 1: Election of the Board:**

Due to the low attendance, the current board members agreed to continue their efforts in current positions.

President: Cynthia Nemeth  
Vice President: vacant  
Treasurer: Terri Haynes  
Secretary: Cynthia Nemeth  
Events: Mark Haynes  
Communications: David Chidley  
Director at Large: Community Garden - Nikki Anguish  
Director at Large: Planning & Development - Andrew Narten  
Director at Large: Vacant  
Digital Committee: Jason Blanchette

**Adjournment:**

Motion to adjourn at 9:08 by Cynthia Nemeth

Second: \_\_\_\_\_

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Minutes submitted by: Cynthia Nemeth

Approved by:

# HERITAGE HILLS COMMUNITY ASSOCIATION

## Society Bylaws

**These Bylaws govern the conduct of the business and affairs of the Heritage Hills Community Association (Hereinafter called the "Association").**

### CONTENTS

BE IT ENACTED as the bylaws of the Association as follow:

#### 1. DEFINITIONS

In these Bylaws and all other Bylaws and resolutions of the Association, unless the context otherwise requires:

- (a) "Act" means the Societies Act (Alberta) together with the Regulations made under that Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the Articles of Incorporation of the Association as amended or restated from time to time.
- (c) "Board" means the Board of Directors of the Association.
- (d) "Bylaws" means these Bylaws and all other Bylaws of the Association as amended from time to time, and from time to time in force and effect.
- (e) "Annual General Meeting" means a Meeting of the Members of the Association entitled to vote.
- (f) "Director Meeting" means a Meeting of the Board Members called to conduct the affairs of the Association.
- (g) "Special Meeting" means a Meeting of the Members who are entitled to vote to conduct business outside of regularly scheduled Director Meetings or Annual General Meeting as set out in the Societies Act.
- (h) "Recorded Address" means the address of the Member as recorded in the Member's register.
- (i) "Notice in Writing" may be by virtual means and shall include posting on the Association's online presence.
- (j) "Virtual Presence" or "Virtually" shall mean in a presence at a Director Meeting or notice of a Director Meeting through a computer, other device online, or by phone after confirmation of a secure environment.
- (k) "Legally Related" means two or more persons associated through birth, adoption, marriage, or common-law agreement.
- (l) "Chairperson" means, with respect to a meeting, the President, or in the absence of the President, the Vice President, or Secretary, the Member of the Board designated to facilitate the meeting.
- (m) "Executive" means the executive committee of the Board, being the President, Vice President, Secretary, and Treasurer.
- (n) "Officer" means a Director who is a Member of the Executive.

- (o) "Director" means a Member elected or appointed to the Board.
- (p) "Member" refers to the occupants of a single household residing within the Community whose annual Membership dues are paid, whose Membership is not under suspension or having been dismissed, and may cast one vote on matters at an Annual General Meeting or Special Meeting.
- (q) "Community" means the boundaries of the Association are that geographical area comprising the municipality described and known as the Community of Heritage Hills in Cochrane, Alberta, being generally bounded on the north by Township Rd 262, on the east by Horsecreek Road, on the south by Hwy 1A, and on the west by the boundaries of the Agricultural Society and portion of Range Road 43.

## **2. MEMBERSHIP:**

- (a) Any residential address in the Community of Heritage Hills, Cochrane, Alberta, may become a Member by paying the annual fee. The annual membership fee, if any, in the Association shall be determined, from time to time, by the Members at an Annual General Meeting or Special Meeting. Each residential address is entitled to only one vote per motion.
- (b) The annual membership fee shall be due and owing at the time of application and then on the first day of January each and every year after. If any Member is in arrears for fees owing to the Association after January 15th, such Member shall be suspended until they have been reinstated.
- (c) Family members residing in the Community with a Member shall be entitled to the benefits of membership.
- (d) Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary.
- (e) Any Member upon a majority vote of all Members of the association in good standing may be expelled from membership for any cause which the Society may deem reasonable.

## **3. BOARD OF DIRECTORS**

- (a) The Board shall, subject to the Bylaws or directions given to it by a majority vote at any Meeting properly called and constituted, have full control and management of the affairs of the Association
- (b) Directors Meetings shall be held as often as may be required, but at least once every three months and shall be called by the President or a majority of the Directors.
- (c) Directors Meetings shall be called by 10 days notice given to each Director in person or virtually. Directors may participate in a Director's Meeting in person or virtually.
- (d) No one person shall hold more than one Officer position at any given time.
- (e) Any 51% of active Directors in good standing shall constitute a quorum of the Director Meeting. Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transacted at such Meeting shall be ratified at the next regularly called Meeting of the Directors; otherwise, they shall be null and void.
- (f) If the number of Directors falls to less than four for any reason, then the quorum will be all the remaining Directors for the purpose of appointing new Directors to satisfy the quorum requirement, those appointments to be made at the next Directors Meeting.
- (g) No person shall be qualified for election as a Director if he or she is not a fully paid-up family Member of the Association.

- (h) Executive positions must not be held by Legally Related persons.
- (i) A person appointed or elected a Director becomes a Director if they were present at the Meeting when being appointed or elected and did not refuse the appointment. They may also become a Director if they were not present at the Meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
- (j) Any Director or officer, upon a majority vote of all Members in good standing, may be removed from office for any cause which the Association may deem reasonable.
- (k) The Board of Directors may invite Members of the Association or other persons to attend a Director Meeting for any purpose as it sees fit while still functioning as a Director Meeting.
- (l) Insofar as they are not inconsistent with these By-laws or any special rules of order of the Association, parliamentary procedures respecting the management of meetings conducted under these By-laws shall be governed by the then-current edition of Roberts Rules of Order – Newly Revised.

#### **4. BOARD POSITIONS**

- (a) **PRESIDENT (OFFICER)** - The President shall be ex-officio a Member of all Committees. They shall, when present, preside at all Meetings of the association and of the Board. In their absence, the Vice-President shall preside at any such Meetings. In the absence of both, chairperson may be elected at the Meeting to preside.
- (b) **VICE-PRESIDENT (OFFICER)** - The Vice-President shall assist the President, Board Members, and Committee Chairs in completing their duties. The Vice-President will fulfill the duties of the President when the President is unable, or unavailable, to do so.
- (c) **SECRETARY (OFFICER)** - The Secretary shall attend all Meetings and shall accurately record the minutes of all proceedings. The Secretary shall give, or cause to be given, when instructed, notices required to be given to Members, Directors, and Members of Committees. The Secretary shall perform such other duties as may from time to time be prescribed by the Board. In the case of the absence of the Secretary, these duties shall be discharged by such Board Member as may be appointed by the Board. The Secretary shall also keep a record of all Members of the Association and their addresses and provide this information to the Director of Communications and other Members as needed.
- (d) **TREASURER (OFFICER)** - The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union the Board may order. They shall properly account for the funds of the Association and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly Audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- (e) **EVENTS DIRECTOR** -The Events Director shall have management of all events and fund raising activities and shall work as required with other Board Members and report to the Board on these

activities and their outcomes. This Director shall take direction from the Board as required.

- (f) COMMUNICATION DIRECTOR -The Communications Director shall have management of the Association's communications with Members, non-members and other private and governmental organizations and entities. The Communications Director shall work as required with other Board Members and report to the Board on these activities and their outcomes. This Director shall take direction from the Board as required.
- (g) DIRECTOR AT LARGE (1 to 3 positions)-This Director shall assist the Board in its duties and shall perform such duties as may from time to time be prescribed by the Board.
- (h) The Board shall have the power to create Committees and Committee positions and appoint Members to those positions.

## **5. RECORDS & AUDIT**

- (a) The books, accounts and records of the Treasurer shall be audited at least once each year by two individuals selected for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year end of the Association in each year shall be December 31st.
- (b) Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the books and records of the Association may be inspected by any Member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Director or Officer having charge of the same. Each Member of the Board shall at all times have access to such books and records.
- (c) The Secretary or other Officer directed by the Board, shall maintain and have charge of the Minute Book of the Association and shall record in it the minutes of all proceedings of the Meetings.
- (d) All records of the Association shall be kept electronically, and original paper format where applicable, including but not limited to the Certificate of Incorporation; By-laws, Objects, and Special Resolutions; registers required by the Act, Policies and Procedures; financial records; and any formal agreements.

## **6. MEETINGS**

- (a) The Association shall hold an Annual General Meeting (AGM) on or before February 28th in each year, of which notice in writing shall be given at least 30 days prior to the date of the Meeting. At this meeting there shall be elections for all of the Board of Directors positions set out in 4 above.
- (b) The Directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancies occurring during the year shall be filled at the next Director Meeting by a vote of the Board.
- (c) Any Member in good standing shall be eligible to any position on the Board.
- (d) Director Meetings and Special Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known email address of each Member and the Association's online presence and shall be delivered at least 14 days prior to the date of the Meeting.
- (e) A Special Meeting shall be called by the President or Secretary upon receipt of a written notice signed by one-third of the Association Members in good standing, setting forth the reasons for

calling such a Meeting. Notice of the Special Meeting shall be delivered in writing to the last known email address of each Member.

- (f) 50% plus 1 vote of the Members in good standing in attendance of any Annual General Meeting or Special Meeting shall decide any matters put to a vote. Ten Members in good standing, excluding Board Members, shall constitute a quorum for any Annual General Meeting or Special Meeting.
- (g) The President cancels the Annual General Meeting if a quorum is not present within one-half hour after the set time. If canceled, the meeting is rescheduled. If a quorum is not present within one-half hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- (h) The Members of all duly appointed and standing committees shall meet from time to time, or at any time at the discretion of the Chairperson of each committee, or the call of the Directors.

## **7. VOTING**

- (a) Any Member who has not withdrawn from membership nor has been suspended or removed shall have the right to vote at any Meeting of the Association.
- (b) Such votes must be made in person and not by proxy or otherwise, unless it is established that a Member does not have the physical ability to attend in person, or has requested to vote by proxy, given with reasonable notice, has been approved by the President, which in those cases that person may vote by proxy.

## **8. FINANCE, REMUNERATION, AND BORROWING POWERS**

- (a) Unless authorized at any Meeting and after notice for same shall have been given, no Director, Officer or member of the Association shall receive any remuneration for their services.
- (b) For the purpose of carrying out its Objects, the Association may borrow or raise or secure payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.
- (c) The Directors designated under these By-laws shall be the signing authorities on the Association's bank accounts. Two signatures of Directors are required on all cheques.

## **9. BYLAWS AND AMENDMENTS**

- (a) The Bylaws may be rescinded, altered or added to by a "Special Resolution" as defined in the Societies Act.
- (b) If there is a conflict between the Act and any part of these By-laws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these By-laws to the extent necessary to remedy that conflict without any action on the part of the Association.
- (c) Any question of procedure not provided for in these By-laws or the Act shall be decided upon by the Board of Directors.

## 10. LIABILITY, INDEMNIFICATION, AND DISSOLUTION

- (a) Each Director of the Association shall be deemed to have assumed office on the express understanding, agreement, and condition that each Director, former Director, and any person acting as a designated representative of the association (and the respective heirs, executors, administrators, and estate of each such person) shall at all times be indemnified and saved harmless by the Association from and against:
  - (i) all costs, charges, and expenses whatsoever which such person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against that person for or in respect of any act, omission, decision, or matter whatsoever in or about the performance of that person's duties; and
  - (ii) all other related costs, charges, and expenses in respect to any such act, omission, decision, or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis. However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision matter, or those costs, charges, or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Association to fulfill the responsibilities set forth in this Clause.
- (b) No Director shall be liable for the acts or omissions of any other Director of employee of the Association, or shall be responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association, and no Director shall be liable for any loss due to an oversight, error in judgment, or an act or omission in that Director's role for the Association, unless and to the extent that the act or omission is due to fraud, dishonesty, or bad faith.
- (c) Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Association. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.
- (d) No Member shall be liable in the Member's individual capacity for any debt or liability of the Association as stated in the Act.
- (e) The Association may not pay any dividend or distribute among its Members.
- (f) The Association shall be dissolved voluntarily if the Association passes a Special Resolution to that effect. At the time of dissolution, funds held by the Association will be returned to the granting parties and any funds or assets remaining after paying all debts of the Association shall become the property of the Town of Cochrane.

Resolved that the foregoing bylaws are hereby enacted as a Special Resolution pursuant to the Societies Act (Alberta) as directed by the Members of the Association at a Special Meeting properly called for this purpose, and we the undersigned, being the Directors of the Corporation, hereby confirm in writing the above Bylaws in accordance with the Societies Act.

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(Printed Name) – President

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Date

**OBJECTS**

The Objects of the Association are:

- (a) to promote and foster community spirit and positive relations among the residents of the Community;
- (b) liaison with the Town of Cochrane on issues affecting the Community;
- (c) otherwise generally to serve and promote the interests of the Community as appropriate.



# HHCA EVENTS CALENDAR 2024

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## Easter Egg Hunt

✓ MARCH 30 (SAT)

## Spring Garden Party

✓ MAY 25 (SAT)

## Back to School BBQ

✓ AUGUST 23 (FRI)

## Haunted House

✓ OCTOBER 20 (SUN)

## Santa in the Park

✓ DECEMBER 1 (SUN)

Free for members. \$5 for non-members.

**HERITAGE HILLS COMMUNITY  
ASSOCIATION (HHCA)**

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[www.hhca-ab.ca/events](http://www.hhca-ab.ca/events)

