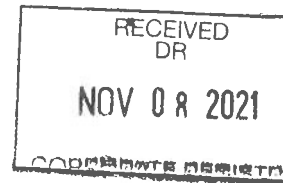


**BRENTWOOD COMMUNITY ASSOCIATION BYLAWS****ARTICLE ONE – OBJECTS**

The objects of the Association are:

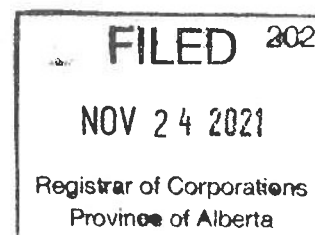
- a) To promote and foster better relations among the residents of Brentwood Community and to serve the general community interest in any way possible.
- b) To purchase, take, lease or otherwise acquire any lands, buildings or property, real or personal.

**ARTICLE TWO – MEMBERSHIP**

- a) Any person being resident within the boundaries of the areas known as Brentwood and Charleswood Heights shall be eligible for membership in the Association upon payment of such dues as may be determined by the Association from time to time. Persons not residing within these boundaries but taking part in Association activities shall buy a membership but shall not have voting privileges.
- b) Any person resident within the boundaries of said community desirous of purchasing a membership may purchase a Membership.
- c) A Membership is limited to parents and whatever children they may have residing at the parent's domicile.
- d) A Membership shall entitle Two (2) adult members of each family to vote at any Annual General Meeting of the Association.
- e) Such Membership shall commence on the first day of May in each year and continue until the 30th day of April in each and every year.
- f) Any member whose Membership lapses may renew his or her membership at any time thereafter.

**ARTICLE THREE – WITHDRAWAL AND EXPULSION OF MEMBERS**

- a) Any member may withdraw from the Association at any time by written notice.
- b) Notwithstanding any of the foregoing provisions, the Board of Directors may suspend or terminate the membership of any person for just cause upon the vote of Two Thirds (2/3) of the members of the Board of Directors present at any meeting.



## ARTICLE FOUR – ANNUAL MEETING

- a) The Board of Directors shall cause an annual meeting of the members of the Association to be held within 100 days immediately following each and every fiscal year end.
- b) At least 21 days Notice of such annual meeting shall be given to all members in good standing by posting a notice in the Sportsplex and by such other means as may be determined by the Board of Directors.
- c) The business of the annual meeting shall include:
  - 1. The President's report of the year's activities;
  - 2. A review of the audited Financial Statements of the Association;
  - 3. Election of the President and other Directors; and
  - 4. Appointment of Auditors.

Provided however, that the order in which the business is conducted shall be in the discretion of the Chairman.

- d) It shall be necessary to have a quorum of Ten (10) members in order to conduct the annual meeting. )
- e) The Board of Directors may call, in addition to the annual meeting, a general meeting of the members of the Association at any time and for any purpose and the provisions relating to the annual meetings as to notice and quorum shall apply to such meetings. ✓
- f) Only members in good standing may vote at an Association meeting (except those outside the geographic area outlined in Article 2a). Membership and voting rights shall be confirmed at the door. Voting shall be by a show of hands.
- g) Only those persons with voting memberships in good standing may propose or second motions requiring a vote of the membership.
- h) If The Brentwood Community Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of The Brentwood Community Association. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of The Brentwood Community

Association, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

#### ARTICLE FIVE – SPECIAL MEETING

- a) Special meetings of the members shall be called by the President upon receipt by him of a petition signed by not less than Thirty (30) voting members of the Association in good standing setting forth the reason or reasons for calling such meeting. The President must call the meeting within 30 days of such request. Quorum shall be the same as for annual meetings.
- b) At least 21 days notice of special meetings shall be given in the same manner and fashion as for the annual meeting.

#### ARTICLE SIX – ELECTION OF BOARD OF DIRECTORS

- a) The Board of Directors shall consist of not less than Six (6) and not more than Fifteen (15) members of the Association. Election to the Board of Directors shall be held at each annual meeting of the Association.
- b) Election shall be by majority vote.
- c) In the event of vacancies in the Board of Directors the Board of Directors shall have the power to fill the said vacancies until the next annual meeting of the Association upon a vote of Two Thirds (2/3) of the Board of Directors present at a duly constituted meeting of the Board of Directors.
- d) The Board of Directors shall appoint a nominating committee at least one month prior to the annual meeting. This committee shall nominate members for election to the Board of Directors, including the position of President, for the following year.
- e) Further nominations (other than for President) for the Board of Directors may be made by any voting member in good standing present at the annual meeting.

#### ARTICLE SEVEN – APPOINTMENT OF OFFICERS

- a) After each annual meeting of the members, the Board of Directors shall meet and appoint officers of the Association (other than the President) that are required from time to time to hold office until the next annual meeting of the members.
- b) The appointed officers shall consist of a Vice-President, a Secretary and a Treasurer and/or members of a Finance Committee.
- c) The Board of Directors may fill any vacant office as required.

## ARTICLE EIGHT – DUTIES AND POWERS OF BOARD OF DIRECTORS

- a) The Board of Directors shall have all of the powers necessary to carry out the objects of the Association including, without limitation, the following:
1. The power to purchase, take, lease or otherwise acquire any lands, buildings or property, real or personal;
  2. The power to borrow, raise and secure the payment of money;
  3. The power to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
  4. The power to determine the amount of the membership fee for the following year and to collect said fee;
  5. The power to make whatever expenditures are necessary to carry out the activities of the Association;
  6. The power to create committees and to delegate their duties and responsibilities to a committee of the membership when delegation is deemed advisable by the Board of Directors;
  7. The power to undertake whatever means they deem advisable to further the financial position of the Association;
  8. The power to remove any Director who, without just cause, is absent from more than Two (2) consecutive meetings of the Board of Directors or who fails to act in the best interest of the Association upon a Two Thirds (2/3) vote of the Directors present at any duly constituted meeting of the Board of Directors; and
  9. The power to hold meetings as hereinafter set forth.

## ARTICLE NINE – MEETINGS OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall meet at least once per month, 10 months of every year, but may meet more frequently if they deem it advisable so to do.
- b) A quorum for any meeting of the Board of Directors shall consist of One Third (1/3) of the standing Board of Directors plus Two (2).
- c) The Secretary shall keep regular minutes of every meeting.

- d) Unless otherwise provided, a motion at any duly constituted meeting of the Board of Directors shall be considered passed upon the affirmative vote of the majority present.
- e) If The Brentwood Community Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of The Brentwood Community Association. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of The Brentwood Community Association, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

#### ARTICLE TEN – DUTIES OF OFFICERS

- a) The officers shall be responsible for the day to day administration of the affairs of the Association and shall report to the Board of Directors.
- b) The President shall be responsible for the general supervision of the affairs of the Association and, without restricting the generality of the foregoing shall:
  - 1. Call all meetings of the Board of Directors and the Association, and shall be required to call a meeting of the Board of Directors at any time upon request of Three (3) Directors; and
  - 2. Preside as Chairman at any meeting of the Association or Board of Directors.
- c) The Vice-President shall be responsible directly to the President and his or her duties shall mainly consist in assisting the President in the administration of the Association generally.
- d) The Secretary shall keep minutes of all meetings, maintain all books and records of the Association, give notice of all meetings and have custody and use of the seal of the Association.
- e) The Treasurer and/or Finance Committee shall be responsible for the finances of the Association as hereinafter provided.

- f) Unless authorized at any meeting and after notice of same shall have been given, no director, officer or member of the association shall receive any remuneration for his or her services.

#### ARTICLE ELEVEN – FINANCES

- a) The Treasurer and/or Finance Committee shall maintain a bank account for the Association and whenever possible make all expenditures by cheque.
- b) The Treasurer and/or Finance Committee shall keep proper financial records in order to be able to advise the Board of Directors at any time of the financial position of the Association.
- c) The Directors shall determine the Banking Resolutions to be filed by the Association each and every year.
- d) The accounts of the Association shall be audited annually prior to the annual meeting by the appointed auditors.
- e) The fiscal year of the Association shall commence on the 1st day of June in each year and continue until the 31st day of May in each and every year.

#### ARTICLE TWELVE – STANDING COMMITTEES

- a) There shall be a finance committee including as many Directors of the Association and such other persons as the Board of Directors shall from time to time deem expedient, provided that at all times the Chairman of this committee shall be a Director of the Association.
- b) The Board of Directors may appoint any other committees it deems advisable.

#### ARTICLE THIRTEEN – BORROWING POWERS

- a) For the purpose of carrying out its objects the Association may borrow, raise and secure payment of monies in such manner as it thinks fit, and in particular by the issue of debentures, provided however that the issuance of debentures shall require a special resolution of the Association.

#### ARTICLE FOURTEEN – CHANGES TO BYLAWS

- a) The bylaws may be rescinded, altered or added by a special resolution passed by 75% of the members present at any annual or general meeting of the Association.
- b) At least 21 days notice of such proposed special resolution must be given prior to the meeting of the Association where such resolution shall be considered.

- c) No rescission, alteration or addition to a bylaw has effect until it has been registered by the Registrar of the corporate registry.

#### ARTICLE FIFTEEN – BOOKS AND RECORDS

- a) The books and records of the Association may be inspected by Members during usual business hours at the offices of the Association.

#### ARTICLE SIXTEEN – INDEMNITIES OF DIRECTORS AND OTHERS

- a) Every director and officer of the Association, including their heirs, executors and administrators, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
  - 1. all costs, charges and expenses which such director or officer sustains or incurs as a result of any claim, action, suit or proceedings which is made, brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
  - 2. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs the Association, except such costs charges or expenses as are occasioned by his or her own wilful neglect or default.