

**BY LAWS OF
THE BOARD OF DIRECTORS
MONTGOMERY
BUSINESS IMPROVEMENT AREA**

1. DEFINITIONS

In these Bylaws:

- (a) "Board of Directors" means the Directors of the Corporation for the time being as appointed by City Council pursuant to the Municipal Government Act;
- (b) "City" means the City of Calgary, a municipal corporation in the Province of* Alberta or the area contained within the corporate boundaries of the City of Calgary, as the context may require;
- (c) "City Bylaw" means the Bylaw of the City of Calgary, as amended from time to time, which established the Board of Directors and the Corporation;
- (d) "City Council" means the duly elected municipal council of the City of Calgary;
- (e) "Corporation" means the Corporation comprised of the Board of Directors appointed by the City Council pursuant to the Municipal Government Act.

2. CITY BY-LAW

The authority of the Board of Directors and the matters dealt with in these Bylaws shall be subject to the provisions of the City Bylaw as amended from time to time and the directions, resolutions, and further bylaws of the City of Calgary and the Municipal Government Act, as amended.

3. MEMBERSHIP OF THE BOARD OF DIRECTORS

3.1 The Membership of the Board of Directors shall consist of rate payers in good standing of the Montgomery BIA.

3.2 All members of the Board of Directors shall be owners of businesses, or delegates of owners of businesses, assessed for business purposes in the Montgomery BIA. In the event that any member of the Board from time to time ceases to be an owner of such a business, that person shall notify the Board and shall submit their resignation in writing to the Board and to the City Council. The remaining Board of Directors may-thereupon request that the City Council appoint by resolution another duly qualified person to fill the vacancy on the Board.

3.3 If a member of the Board of Directors fails to voluntarily resign when the Director no longer is an owner a business operating in the Montgomery Business Improvement Area, a majority of the remaining Board of Directors may approve written request to the City Council to remove the member and to appoint another person to replace that member.

3.4 Subject to the powers of appointment of the City Council as to membership the Board shall not be permitted to fall below a membership of three (3) persons. In the event that membership does fall below three (3) persons the remaining members of the Board shall submit a written request to the City Council for the appointment of such additional member or members as are required to bring the membership of the Board to at least three (3) in number. The name or names of those whose appointment to the Board is requested of City Council shall be to the extent possible, drawn from a list prepared of the nominees who failed to be chosen at the last annual meeting with the order of preference of appointment to correspond with the greatest number of votes received by each nominee at the last annual meeting.

4. MEETINGS AND QUORUM

4.1 Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which are for the time being vested in or exercisable by the Board of Directors generally for the transaction of business.

4.2 The Board may appoint an hour in any month for regular meetings and of such regular meetings no notice need be sent.

4.3 The Board of Directors shall hold at least one annual meeting on or before December in each year of which meeting fourteen (14) days written notice together with an agenda shall be given to all members of the Board.

4.4 Written notice and an agenda for the annual general meeting will also be sent to all members in good standing of the Montgomery BIA in the manner prescribed in article 4.4.

4.5 For all purposes, a quorum for an Annual General Meeting shall be the lesser of

a) ten percent (10%) of the Ratepayers in the BIA, or

b) 10 Ratepayers in person or represented by Proxy.

In the event a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of the Ratepayers in attendance. If a quorum is present at the opening of any Ratepayers' Meeting, the business of the meeting may proceed notwithstanding that a quorum is not present throughout the meeting.

5. ELECTION OF DIRECTORS AND TERMS OF OFFICE

5.1 Directors of the Board shall serve a term of two (2) years, or until their successors shall have been duly appointed or elected. The terms of no more than one-half ($\frac{1}{2}$) of the Directors should expire in a given year. Directors may be re-appointed or re-elected upon completion of their term of office.

- 5.2 The President or other such member of the Board as may be designated for that purpose by the remaining members of the Board shall introduce the nominees from among the members who indicated their intention to stand for nomination by a written nomination application accompanied by a minimum of two signatures from members who are in good standing, at least seven days prior to the meeting set for the purposes of electing a Board of Directors for the Montgomery BIA. The nominee must be a member in good standing and have satisfied the requirement of completing the orientation requirements prior to the meeting.

5.3 Upon determining that no further nominations are forthcoming the President or such other person as may have been designated by the Board for that purpose shall arrange for a vote by secret ballot from among the members in good standing attending the meeting duly called for the purposes of electing a Board of Director for the Montgomery BIA. Each person so defined shall be entitled to one (1) vote for each business that is their own within the boundaries of the Montgomery Business Improvement Area which is assessed separately for that purpose by the City. Proxy votes are not acceptable and each qualified member in good standing must be present in person at the duly called meeting to elect said board, in order to cast their vote and to have it be counted in this matter.

5.4 The results of the secret ballot shall be announced by the President at the annual meeting called for the purpose of electing the Board of Directors for the Montgomery BIA and shall forthwith be forwarded to the City Council by the Secretary with the request of the Board that the individuals so chosen be appointed to the Board.

5.5 Each Director shall upon his appointment to the Board by the City Council serve for a term of two (2) consecutive years.

6. OFFICERS

At the first meeting of the Board of Directors in each New Year the Directors shall elect by secret ballot from among their number the following offices:

(a) President. The President when present shall preside at all meetings of the Board of Directors and shall be charged with the general management and supervision of the affairs and operations of the Board of Directors or the Corporation;

(b) Vice President. During the absence or inability of the President to act, his or her duties and powers shall be exercised by the Vice-President. In the event of a

tie in any vote called by the Board of Directors the President or Vice-President shall have a second or casting vote;

(c) Secretary. The Secretary or one of the Corporation's employees assigned this task by the Board of Directors shall attend and be the secretary of all meetings of the Board and shall enter in records or cause to be entered into records to be kept for that purpose resolutions and minutes of all proceedings thereat and shall give or cause to be given when instructed by the Board all notices to members of the Board or others as required by these by-laws and shall be custodian of all books, papers, records, documents and instruments belonging to the Corporation and of the seal of the Corporation, if any. All such records, documents, instruments of the Corporation shall be deemed to be in custody of the Secretary when they are stored on the premises of the Corporate office or in the hands of one of the members of the Board of Directors or in the hands of one of the Corporation's employees assigned this task by the Board of Directors.

(d) Treasurer. The Treasurer shall keep proper accounting records and shall render to the Board whenever requested an account of all the Corporation's transactions. The Treasurer shall arrange, settle, balance and certify the books and accounts as between the Corporation and its bankers and may receive all cheques and vouchers and sign all the bank's forms for settlement of balances and verification slips.

7. RESOLUTIONS

Resolutions in writing signed by a majority of the Directors without their meeting together shall be as valid and effective as if same had been passed before a meeting of a Board of Directors duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof.

8. MINUTES AND RECORDS

8.1 All reports of the Corporation's financial situation and the Board's activities and any such minutes of any meeting of the Board of Directors if purporting to be signed by the President and Treasurer shall be received as prima facie evidence of the matters stated in such minutes.

8.2 All books, documents, records of transactions, minutes and accounts of the Board shall at all times be opened to inspection by the Municipal Auditor of the City of Calgary and other members of the Board of Directors, and shall be open to inspection at the Corporation's official offices or those of the Corporation's official legal representatives by the members in good standing of the Montgomery BIA.

9. FINANCES AND BUDGETS

9.1 Subject to the Municipal Government Act and the City Bylaw, the Board of Directors shall submit once each year to City Council for its approval the estimates of expenditure by the Board of Directors for the current year and may request of the City Council any sums of money required to carry out its powers and duties as set forth in the Municipal Government Act.

9.2 Upon receipt of the monies approved by City Council the Board of Directors shall expend only those monies included in the estimates approved by City Council.

9.3 No indebtedness extending beyond the current fiscal year shall be incurred by the Board of Directors.

10. ANNUAL REPORTS

On or before June 10 in each year the Board of Directors shall submit its annual report for the preceding year to the City Council which report shall include complete audited financial statements of its affairs with a balance sheet, revenue and expenditure statements.

11. AUDITORS

11.1 The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Board of Directors may determine.

11.2 The auditors shall make a report to the Board of Directors on the accounts of the Corporation as examined by them and on every balance sheet and statement of income and expenditure laid before the Board of Directors all in compliance with the Municipal Government Act and the City Bylaw.

11.3 The auditors appointed by the Board of Directors shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Board of Directors and the Corporation and are entitled to require from the Directors such information and explanations as may be necessary for the performance of the duties of auditor.

11.4 The auditors appointed by the Board of Directors are entitled to attend any meeting of the Board of Directors at which any accounts that have been examined or reported on by them are to be presented before the members of the Board for the purposes of making any statements or explanations they desire with respect to the accounts.

11.5 The rights and duties of the auditors shall be effective from the date the last audit of the Corporation's books, accounts and records was made or where no audit has been made to the date on which the Corporation was established by City Council.

12. EXECUTION OF DOCUMENTS

(a) All deeds, transfers, licenses, contracts and engagements on behalf of the Board of Directors and the Corporation shall be signed by any two (2) of the President, Vice-President or Treasurer or another member of the Board assigned this task by the Board of Directors.

(b) All cheques, bills of exchange, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation and/or the Board shall be signed by any one of the following - President, Vice-President or Treasurer. The Board may by resolution, from time to time, determine that any member of the Board acting alone may endorse notes, drafts and cheques for deposit to the credit of the Board and/or the Corporation.

13. BYLAWS

These Bylaws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three quarters (3/4) of the members of Board entitled to vote who are present at a meeting of the Board at which fourteen (14) days' written notice specifying the intention to propose the resolution as a special resolution has been given. For the purpose of calculating the period of notice, the date on which the notice is sent shall be included and the date on which it is received shall be excluded.

These Bylaws come into force on the date specified by resolution of the Board adopting these Bylaws. These Bylaws may be rescinded, altered, or amended by resolution of the Board, subject always to the submission of such amendments to a Ratepayers' Annual General Meeting for ratification or rejection.

The amendment continues to be effective, if so confirmed and ceases to be effective, if rejected by the Ratepayers.