

# Official Bylaws for the



## THE FEDERATION OF CALGARY COMMUNITIES

### ARTICLE 1

#### 1.1.0 Preamble

1.1.1 The Federation of Calgary Communities is an organization incorporated under the *Societies Act* of Alberta on August 10, 1961.

1.1.2 This document is the general bylaws of The Federation of Calgary Communities (The Federation). These bylaws regulate the transaction of business and affairs of The Federation.

### ARTICLE 2

#### 2.1.0 Definitions

In these Bylaws, unless otherwise provided, the following terms shall have the following meanings:

2.1.1 "Area Councils" means groups of Community Associations, as defined by The Federation of Calgary Communities, that facilitates communication amongst themselves and with The Federation.

2.1.2 "Board" or "Board of Directors" means the elected and appointed Board of Directors of The Federation.

2.1.3 "Community" means a defined geographic area and residents thereof, identified by name, and recognized as such by The Federation.

2.1.4 "Community Association" means an organization incorporated, established or registered pursuant to the laws of Alberta, representing residents in a specific community or communities in Calgary who voluntarily become members of the Community Association by paying a minor membership fee and where the primary purpose is to: (i) enhance the quality of life for the residents; (ii) enhance the programs, public facilities or services for the residents, or (iii) provide non-profit sporting, educational, social, recreational or other activities for the residents without reference to race, culture, ethnic origin, religious belief or ownership of property.

2.1.5 "Director" means an individual elected or appointed to the Board of Directors of The Federation.

2.1.6 "Executive Director" means the senior staff person reporting to the Board of Directors and responsible for the provision of overall management and

leadership in implementing Board policy in a manner consistent with the mission and goals of The Federation.

- 2.1.7 "The Federation" means The Federation of Calgary Communities.
- 2.1.8 "General Meeting" is comprised of the Official Representatives of the Full Member Community Associations and current The Federation Directors.
- 2.1.9 "General Resolution" means a resolution passed by a majority vote of the persons present personally and entitled to vote at a duly called and constituted meeting.
- 2.1.10 "Homeowner/Resident Association" means an organization representing a residential community (communities), incorporated, established or registered pursuant to the laws of Alberta, inside or outside the City of Calgary, representing the property owners who pay fees to manage common facilities and or activities, as determined by the Board in its absolute discretion and upon complying with the general requirements of membership set out in Section 3.2.1.
- 2.1.11 "Member" means a member of The Federation.
- 2.1.12 "Minimum of Directors" means a minimum of seven (7) elected Directors remaining in office, at any time.
- 2.1.13 "New Community Associations" shall mean a Calgary Community Association incorporated under the Societies Act of Alberta for less than two years.
- 2.1.14 "Objects" means the purpose for which The Federation registered as a society. The objects are attached.
- 2.1.15 "Officer" means a member of the Executive Committee, which includes the Past President, President, Vice-President, Treasurer, and Secretary.
- 2.1.16 "Official Representative" means the individual appointed by the Community Association, as its representative at the Annual, Special and General Meetings.
- 2.1.17 "Operational year" means the time from one Annual Meeting to the next.
- 2.1.18 "Special Resolution" means a resolution passed by the vote of not less than 75% of those persons present personally and casting a vote at a meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given.

2.1.19 An “Ex-officio” member is a member of a committee by virtue of holding an office in the organization. The Ex-officio member has the rights of the other members to participate and make motions but does not have voting privileges.

## **2.2.0 Interpretation**

2.2.1 Where the context requires, words importing the singular only shall include the plural and vice versa; words importing any gender shall include all genders; and words importing persons shall include corporations and societies. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment of such statute.

## **ARTICLE 3**

### **3.1.0 Membership**

#### **3.1.1 Categories of Members**

There are three categories of members:

- a) Full Member;
- b) Associate Member;
- c) Auxiliary Member;
- d) Service Member.

### **3.2.0 General Requirements of Membership**

3.2.1 Each Member shall be a not-for-profit organization incorporated, established or registered pursuant to the laws of Alberta, that voluntarily pays an annual membership fee assessed by The Federation, acts in accordance with the Bylaws and the Objects and whose interests are not adverse to the Federation. The Memberships are open to the public in accordance with the definitions provided for in these Bylaws.

#### **3.2.2 Full Member**

- a) A Community Association in the City of Calgary shall become a Full Member upon complying with the general requirements of membership set out in Section 3.2.1.
- b) A Full Member is entitled to access Federation services at preferential rates and to vote at any Annual, Special or General meeting.

#### **3.2.3 Associate Member**

- a) A Community Association outside the City of Calgary shall become an Associate Member upon approval of the Board and upon complying with the general requirements of membership set out in Section 3.2.1.
- b) An Associate Member is entitled to access Federation services at scheduled rates and does not have voting privileges.

### 3.2.4 Auxiliary Member

- a) A Homeowner/Resident Association shall become an Auxiliary Member upon approval of the Board and upon complying with the general requirements of membership set out in Section 3.2.1.
- b) An Auxiliary Member is entitled to access Federation services at rates set by the Federation from time to time and does not have voting privileges.
- c) Auxiliary Membership is subject to annual approval by the Board of Directors.

### 3.2.5 Service Member

- a) Any organization in the City of Calgary, may become a Service Member upon approval of the Board, by terms set by the board from time to time, and upon complying with the general requirements of membership set out in Section 3.2.1.
- b) A Service Member is entitled to a one-year membership and access to Federation services at set by the Federation from time to time and does not have voting privileges.
- c) Service Membership is subject to annual approval by the Board of Directors.

## **3.3.0 Membership Fees**

3.3.1 Except as otherwise provided herein, each Member shall be assessed an annual membership fee as determined by The Federation.

3.3.2 The membership fee structure shall be approved by a resolution passed by the vote of not less than 2/3 of the persons present personally and casting a vote at an Annual , Special or General Meeting.

3.3.3 The annual membership fee shall be effective for one year from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Membership fees will not be pro-rated.

3.3.4 In order to maintain continuous membership in The Federation, each Member shall pay its membership fees for the upcoming membership year before the expiration of the current membership year.

3.3.5 Where any Community Association in the City of Calgary cannot afford to pay the annual fee, the Board may waive such requirement by the vote of not less than 2/3 of the Directors present.

3.3.6 New Community Associations, by written request, will be extended membership at no cost for two years with approval by the Board.

### **3.4.0 Withdrawal of Membership**

3.4.1 Any Member may withdraw from membership in The Federation by notifying the Board in writing to that effect. Withdrawal will be effective immediately upon receipt by the Board of such notice.

3.4.2 There will be no refund of membership fee on withdrawal.

3.4.3 Any Member, upon payment of current fees, may be reinstated.

### **3.5.0 Expulsion from Membership**

3.5.1 By Special Resolution of the Full Members, a member may be expelled for conduct deemed harmful to the Bylaws or Objects of The Federation.

3.5.2 Full Members shall receive not less than thirty (30) days prior written notice of the intention to place an expulsion of membership resolution before a meeting of the Full Membership.

3.5.3 Following expulsion, Full Membership in The Federation may be reinstated by Special Resolution of the Full Membership.

3.5.4 Associate, Auxiliary and Service Membership may be expelled, by the Board, for conduct deemed harmful to the Bylaws or Objects of The Federation or for failure to comply with 3.2.1.

3.5.5 Full Members will be struck by the Board of Directors for non-compliance of 3.2.1, or should fees not be paid within thirty (30) days of expiration.

## **ARTICLE 4**

### **4.1.0 Board of Directors**

4.1.1 The Board shall consist of a minimum of seven (7) and a maximum of sixteen (16) Directors who shall be elected as follows:

- (a) Up to fifteen (15) of the Directors shall be elected at the Annual Meeting for a term of two years; and
- (b) Calgary City Council may appoint one Alderman as a voting member of the Board. As an alternative, one (1) Associate Director, who is employed by the City of Calgary, may be appointed by Calgary City Council. This Associate Director shall have all rights and privileges of other Directors, except voting privileges;

### **4.2.0 Roles and Responsibilities of the Board**

- 4.2.1 The Board shall, subject to these Bylaws, have full control over, and management of the business and affairs of The Federation.
- 4.2.2 The Board may appoint such agents and authorize the employment of such persons as they deem necessary to carry out the Objects of The Federation. The Board may hire an Executive Director.
- 4.2.3 Agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board.
- 4.2.4 In case of the absence or inability to act of any agent or employee of The Federation or for any reason that the Board may deem sufficient, the Board may delegate all or any of the power of such person or persons to any other person or persons.
- 4.2.5 No Director has the power to legally obligate The Federation in any manner whatsoever without the prior approval of the Board. No Director shall take upon himself to commit the time, resources or finances of The Federation, its Board or staff without prior approval of such a commitment at a duly constituted meeting of the Board.
- 4.2.6 The Federation shall not endorse any political candidate.
- 4.2.7 Directors shall not use the resources of The Federation for personal benefit.
- 4.2.8 Any Officer or Director who publicly declares intention to run for election to or appointment for any political office (municipal, provincial or federal) shall be placed on leave of absence from all positions as an Officer, Director or committee member of The Federation of Calgary Communities until the election process is complete. Any question as to whether an Officer or Director has publicly declared such an intention shall be determined by the Board. If successful, that Officer or Director shall thereby be removed from any position with The Federation. If unsuccessful, that Officer or Director may, with Board approval, resume any position with The Federation.
- 4.2.9 If any Director resigns his office the Board shall declare his office vacant and may fill the position if the Minimum of Directors is maintained. (2.1.11)
- 4.2.10 Any Director who is absent from three (3) Board meetings during any year without reasonable cause may have his office declared vacant by the Board.
- 4.3.0 Director's Term of Office**
- 4.3.1 a) The maximum a Director can serve is three consecutive elected two year terms. To extend, as needed for succession purposes only, an individual board

member's ability to run for an additional board term despite the fact that they have reached three consecutive elected two year terms.

b) Once a Director has completed the above, three consecutive elected two year terms, they are eligible for a Board appointment or election to the Board following an absence of two years from date of departure. All individuals are eligible for appointment to committees, special projects or events.

#### **4.4.0 Expulsion from the Board of Directors**

4.4.1 A Director maybe expelled from the board, by a majority of at least 2/3 of the votes cast at a General Meeting of which notice has been given, specifying the intention of the proposed resolution to remove a Director before the expiration of their term of office.

4.4.2 The Board may by Special Resolution, expel any Director or Officer whose conduct is determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of The Federation or who wilfully commits a breach of the Bylaws or Objects. No member shall be expelled without being notified in writing of the complaint, with 21 days notice given of the opportunity to be heard at a meeting called for that purpose. The meeting shall be held not less than 21 days and not more than 28 days from date of motion arising.

#### **4.5.0 Appointment to the Board of Directors**

4.5.1 So long as a Minimum of Directors remains in office, the Board may fill vacancies on the Board by appointing Directors until the next Annual Meeting.

4.5.2. Candidates for the Board shall be recommended by the Nominating Committee to the Board for its approval.

4.5.3 If there is not a Minimum of Directors elected remaining on the Board, the Board shall forthwith call a Special Meeting of the Full Members to fill the vacancies.

#### **4.6.0 Roles and Responsibilities of Executive Committee**

##### **4.6.1 The Executive Committee**

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

4.6.2 The Executive Committee shall ensure that the day-to-day administration of The Federation reflects the direction, policy and bylaws as delegated by the Board.

4.6.3 Elections for the Executive Committee shall be held annually at the first Board meeting following the Annual Meeting.



4.6.4 A vacancy on the Executive Committee occurring during the operational year, may be filled by the election of another Director.

4.6.5 Each Officer shall be elected for a one-year term by the Board. No Officer may serve for more than two consecutive terms in the same office and must vacate that office for one full year before being eligible to assume that same office again. To extend, as needed for succession purposes, the Officer term beyond the two consecutive terms for holding the same executive positions, should the newly elected Board of Directors vote to maintain consistency in some or all of the executive positions.

#### **4.7.0 Roles and Responsibilities of the Officers**

##### **4.7.1 President**

- a) No Director shall be elected President without having served at least one (1) full year as an elected member of the Board.
- b) The President shall act as Chair at all meetings of The Federation and shall be an ex-officio member of all committees, excepting the Nominating Committee.
- c) The President shall approve all Executive, Board, Annual, Special and General Meeting agendas.
- d) The President shall be the official spokesperson for The Federation, speaking at the direction of and on behalf of the Board.
- e) The President shall be the primary signing authority for The Federation and shall co-ordinate the overall functioning of the Board.
- f) The President shall, with the Secretary, sign all approved resolutions and approved minutes of The Federation.
- g) The President shall perform any other duties as directed by the Board.

##### **4.7.2 Vice-President**

- a) No Director shall be elected Vice-President without having served at least one (1) full year as an elected member of the Board.
- b) The Vice-President shall assist in the performance of the President's duties, shall assist in co-ordinating the affairs of The Federation, and shall perform such other duties as are required of the office.
- c) In the absence of the President, the President's duties shall be performed by the Vice-President.
- d) The Vice-President shall perform any other duties as directed by the Board.

##### **4.7.3 Secretary**

- a) It shall be the responsibility of the Secretary to ensure that Executive Committee, Board and General Meeting minutes are accurately recorded, distributed and filed as the records of The Federation.

- b) The Secretary shall ensure that an accurate Membership list is retained.
- c) The Secretary shall perform any other duties as directed by the Board.

4.7.4 Treasurer

- a) The Treasurer shall ensure all moneys paid to The Federation are recorded and deposited.
- b) The Treasurer shall present a full detailed account of The Federation's receipts and disbursements to the Board whenever requested and shall present to the Annual Meeting a statement duly audited, as hereinafter set forth, of the financial position of The Federation and submit copies of same to the Secretary for the records of The Federation.
- c) The Treasurer shall perform any other duties as directed by the Board.

**4.8.0 Standing Committees**

4.8.1 Standing Committees shall be Nominating and Personnel, and work at the direction of the Board within their specific mandates. The Chair of each committee shall provide reports to the Board.

4.8.2 Other Standing Committees may be created by the Board, as required.

4.8.3 Standing Committee members shall be appointed at the first Board Meeting following the Annual Meeting and additional appointments may be made as required.

4.8.4 The Chair of each Standing Committee shall be a member of the Board of Directors.

4.8.5 Nominating Committee:

4.8.5.1 The Nominating Committee shall consist of a director appointed by the board, who will chair the committee, and a minimum of two (2) and a maximum of five (5) other persons appointed by the Board.

4.8.5.2 The Nominating Committee shall, based on criteria established by the Board of Directors from time to time, prepare a list of nominees for the Director positions and present that list of nominees to the Annual Meeting for consideration in election.

4.8.6 Personnel Committee

This committee shall formulate and recommend all personnel policies to the Board.

**4.9.0 Advisory Council**

The Advisory Council composed of resource persons may be constituted by the Board to provide advice and guidance upon request.

**4.10.0 Immediate Past President**

4.10.1 The immediate past President may act as an Advisor to the Board of Directors and, if willing, perform any other duties as directed by the Board.

4.10.2 If the Past President has served the maximum term, in compliance with clause 4.3.1.a) of these By-laws, the Board position is deemed vacant.

**4.11.0 Ad Hoc Committees**

4.11.1 The Board may create Ad Hoc Committees for specific duties not included in the mandate of the Standing Committees. Ad Hoc Committees shall be established by a motion of the Board, which shall include the purpose, budget, reporting procedures and the time frame for the committee's existence.

**4.12.0 Directors' Liability and Indemnity**

4.12.1 The Federation shall provide insurance to indemnify each Director and Officer.

**4.13.0 Remuneration**

4.13.1 No Director or Officer shall receive remuneration for acting in such capacity. Profits or other accretions of The Federation shall not be used for promoting Director's personal objectives.

**ARTICLE 5**

**5.1.0 Meetings of The Federation Annual, Special or General Meetings**

5.1.1 Each Full Member shall designate one voting Official Representative to the Annual, Special or General Meetings of The Federation. Voting by proxy will not be accepted.

5.1.2 If the Official Representative is not the President, any dispute as to who is an Official Representative shall be resolved by the Chair.

5.1.3 A Special Meeting may be called at any time by the President of The Federation and shall be called by him upon receipt of a written request signed by five (5) or more Directors or by ten (10) or more Official Representatives, and only the business stated in the notice shall be dealt with.

5.1.4 At least twenty one (21) days notice, in writing, shall be given before an Annual, Special, or General Meeting.

5.1.5 Written notice directed to the last known address of the Member or the Member's President on record with The Federation shall be deemed received seven (7) business days from date of mailing.

- 5.1.6 A quorum for any Annual, Special, or General Meeting shall consist of twenty (20) Full Member Official Representatives.
- 5.1.7 The Annual Meeting shall be held on or before November 15th of each year.
- 5.1.8 The business of the Annual Meeting is not limited to, but shall include:
- a) The President's report;
  - b) The Treasurer's report and the Auditor's statement;
  - c) Appointment of external auditor for the ensuing year;
  - d) Election of Directors; and
  - e) Any other business of the Full Membership.
- 5.1.9 Call for nominations by the Nominating Committee will be a minimum of one hundred and twenty (120) days prior to the Annual Meeting and Close of Nominations shall be forty-five (45) days prior to the date of the Meeting.
- 5.1.10 Nominations received after Close of Nominations shall be forwarded to the Nominating Committee for consideration for future consideration.
- 5.1.11 In the case of an election of Directors where there is a greater number of nominations than Board vacancies, voting must be by ballot. Two (2) Community Association representatives shall be scrutineers selected from volunteers decided by lot.
- 5.1.12 If The Federation 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 Federation. 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 Federation, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose

## **5.2.0 Board of Directors Meetings**

- 5.2.1 Meetings of the Board shall be held as often as the business of The Federation shall require, and at least once every month, excepting July.

- 5.2.2 A meeting of the Board may be called at any time by the President and shall be called by him upon receipt of a written request by two (2) or more Directors stating the business to be brought before the meeting.
- 5.2.3 Meetings of the Board shall be by giving fifteen (15) days notice in writing mailed to each Member or by giving seven (7) days notice by telephone, facsimile, courier or electronic mail (e-mail).
- 5.2.4 At any meeting of the Board, the President shall act as chair of the meeting and in his absence, the Vice-president. Otherwise, the election of any Director to act as chair shall be the first order of business.
- 5.2.5
- a) A majority (more than half) of the voting Directors, elected or appointed, with a minimum of five (5) attending shall constitute quorum.
  - b) If the City of Calgary has appointed an Alderman to the Board, and is present at the meeting, then six (6) Directors shall constitute quorum.
- 5.2.6 Calling the question at any meeting shall be decided by a majority vote. Voting by proxy will not be accepted.
- 5.2.7 All votes at any meeting shall be by assent or dissent, or shall be by ballot if so requested by any Director present.
- 5.2.8 If The Federation 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 Federation. 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 Federation, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose

### **5.3.0 Executive Committee Meetings**

- 5.3.1 Meetings of the Executive Committee shall be called by the President or at the request of any two (2) members of the Executive Committee.
- 5.3.2 Meetings of the Executive Committee shall be held as often as the business of The Federation shall require.
- 5.3.3 A quorum shall consist of a majority of the Executive Committee.

5.3.4 All members of the Executive Committee and all remaining Directors shall be duly notified of and may attend the meeting. The minutes of such meeting shall be distributed to all Directors.

**5.4.0 Standing and Ad Hoc Committee Meetings**

5.4.1 The Standing Committee meetings will be called by the Committee Chair.

**ARTICLE 6**

**6.1.0 Finance and Other Management Matters Finance, Accounts and Audits**

6.1.1 The fiscal year of The Federation shall end December 31st

6.1.2 The audited financial statements covering the period ended December 31st shall be presented at the following Annual Meeting.

6.1.3 The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a certified external accountant.

6.1.4 A complete and proper audited financial statement for the previous year shall be submitted by the Treasurer at the Annual Meeting.

- 6.1.5
- a) Approval of a budget by the Board shall be approval of any expenditure contained therein.
  - b) No expenditure over \$500 outside the approved budget shall be made without prior approval of the Board of Directors.

6.1.6 Operating accounts may be established for routine operation of The Federation to which Directors may transfer funds or allow funds to remain for approved budget expenditures. All other funds are to remain in the general and/or investment accounts.

6.1.7 All moneys shall be retained in an institution that provides deposit insurance.

6.1.8 Any two of the following persons; President, Treasurer, Vice-President, Secretary, or Executive Director shall sign all cheques and other financial instruments on the general, operational or investment accounts with the provision that any cheque payable to a Director shall not be signed by that Director.

6.1.9. The Federation may borrow money or issue a debenture only if such is approved by Special Resolution of the Full Members. Refer to 2.1.3.

**6.2.0 Inspection of Books and Records**

6.2.1 The books and records of The Federation may be inspected by any duly authorized Official Representative of a Full Member at any time during regular business hours at the registered office of The Federation. Reasonable notice shall be given to The Federation and a time satisfactory to both parties shall be arranged. Each Director of The Federation shall at all times have access to all such books and records.

**6.3.0 Seal of The Federation**

6.3.1 The Seal, whenever used for legal documents, shall be authenticated by the signatures of the President and any other of the following officers; Secretary, Vice-President, Treasurer or Executive Director.6.3.2

- a) The Board shall ensure that the seal of The Federation is kept in a secured location.
- b) Ceremonial use of the seal of The Federation will be at the discretion of the Board.

**ARTICLE 7**

**7.1.0 Amending the By-Laws**

7.1.1 These By-laws may be rescinded, altered or added to by a Special Resolution of the Full Members.

7.1.2 Twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution must be given to the Full Members.

**ARTICLE 8**

**8.1.0 Rules of Order**

8.1.1The current *Roberts Rules of Order - Newly Revised* will apply to procedural matters that are not otherwise expressly provided for in the Bylaws.

**ARTICLE 9**

**9.1.0 Dissolution of The Federation**

9.1.1. At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

9.1.2 Upon the dissolution of The Federation and upon payment of all debts and liabilities, the remaining property of The Federation shall be distributed to the Full Members.

***Federation of Calgary Communities Registered Objects***

- a) Communicate with and/or facilitate communication between our members;

- b) Assist our Member community associations;
- c) Research and assist groups of our Members with common problems/issues;
- d) Make representation on behalf of our Members regarding issues that concern them;
- e) Identify issues of concern to our Members and assist them in safeguarding their interests;
- f) To communicate and co-ordinate communication with all levels of government.