



FEDERATION'S AGM AGENDA

Monday, June 28, 2021

7:00 – 9:00 p.m.

[Zoom Meeting](#)

- 1.0 Greetings and Networking
- 2.0 AGM Call to Order
- 3.0 Approval of the Agenda
- 4.0 Approval of the October 22, 2020 Minutes – Attached
- 5.0 President's Report
- 6.0 Financial Report
 - 6.1 2020 Audited Financial Statements – will be attached as soon as audited.
 - 6.2 Appointment of the 2021 auditors
- 7.0 Bylaw Amendments
 - 7.1 Amendments to the Bylaws - Attached
- 8.0 Nominations
 - 8.1 Nominations Overview
 - 8.2 Presentation of the Slate
 - 8.3 Call for Volunteers for 2022 Nominating Committee
- 9.0 Awards
 - 9.1 Partners in Planning Certificates
 - 9.2 Toole Peet Community Hero Award
- 10.0 AGM Adjournment
- 11.0 Networking

THE FEDERATION OF CALGARY COMMUNITIES

Annual General Meeting

NOTES and MOTIONS

AGM – October 22, 2020

1.0 Greetings and Introductions

Valerie Mushinski

Guests and Partners:

- The past and present “Faces of Community”
- Neil Hogg, from Toole Peet. Toole Peet is a Bronze Sponsor, the Community Hero Award Sponsor and the official insurance provider to the Federation of Calgary Communities.
- From Servus Credit Union we have:
 - Tyler Hope, District Manager

Servus Credit Union is the Financial Institution of Choice to the Federation.

2.0 AGM Call To Order

Valerie Mushinski

The business meeting portion of the AGM commenced at 7:15 PM

3.0 AGENDA

Valerie Mushinski

Motion

"THAT, the Agenda be approved as circulated".

Moved by: Andrew Kettle, Temple Community Association

2nd: Mark Langois, Falconridge/Castleridge Community Association

Carried - 24 votes

4.0 MINUTES

Valerie Mushinski

Motion

"THAT, the Minutes of the AGM of the Federation of Calgary Communities held on June 26, 2019 be accepted as circulated".

Moved by: Melanie Swailes, Brentwood Community Association
2nd: Martin Waugh, Cedarbrae Community League Association
Carried - 24 votes

5.0 PRESIDENT'S REPORT

Valerie Mushinski

Valerie Mushinski, President gave an overview of the board's activities.

6.0 FINANCIAL REPORT

Julia Read

6.1 Accept Audited Financial Statements

Motion

"THAT, the audited Financial Statements of the Federation of Calgary Communities for the year ending December 31, 2019 be accepted as circulated".

Moved by: Bob Lang, Cliff Bungalow-Mission Community Association
2nd: Terence Evans, Winston Heights-Mountain View Community Association
Carried – 24 votes

6.2 Appointment of 2020 Auditor

Motion

"THAT, the Federation of Calgary Communities retain the firm of BDO to perform the audit for the year ending December 31, 2020".

Moved by: Melanie Swailes, Brentwood Community Association
2nd: Marilyn Lambert, Dalhousie Community Association
Carried – 23 votes

7.0 Bylaw Amendments

John McKinley

7.1 Amendment to the Bylaws

Motion

"THAT, the Federation of Calgary Communities, through a special resolution, add 5.1.12 and 5.2.8 to the bylaws allowing for virtual participation and voting."

Moved by: Mark Langlois, Falconridge/Castleridge Community Association
2nd: Martin Waugh, Cedarbrae Community League Association
Carried – 24 votes

8.0 NOMINATIONS

8.1 Recognition of Board and Retiring Members

Valerie Mushinski

The current board was recognized. Terry Koch and Julia Read were thanked for their full six years of service on the board.

8.2 Nominations Overview

Matt Robinson

Thanks were given to our 2019-20 Nominating Committee:

- Pat Guillemaud, Westgate
- Toni Shenfield, Triwood
- Patricia Leahy, Hounsfield Heights Briar Hill
- Linda Poetz, Bridgeland Riverside
- Jerymn Voon, Federation board member

for their commitment and hard work in recruiting, interviewing, and recommending this new slate in accordance with 4.8.5 of our bylaws.

8.3 Presentation of Slate of Nominees

Matt Robinson

Motion to Elect the Presented Nominees:

Motion

“The Nomination Committee recommends that returning members:

Valerie Mushinski
Matthew Robinson
Pete Steenaerts
Jerymn Voon
Roy Wright

And new members

Hiral Adhiya
Tina Kakkar
Tim Lipp
Tanisha Singh

are elected to serve on the Federation’s Board of Directors for a two-year term from 2020 to 2022”:

Moved by: , Craig Marceau, Rutland Park Community Association

2nd: Laurel Madro, Signal Hill Community Association

Carried - 24 votes

8.4 Call for Volunteers for the 2021 Nominating Committee

Matt Robinson

Individuals interested in the Nominations Committee:

name

community

1. Jim Palmer, Scenic Acres Community Association

9.0 Awards

Leslie Evans

9.1 PIP Certificates – This year we have seven Partners in Planning Graduates. We have mailed these documents.

9.2 Toole Peet Community Hero Award Presentation

Neil Hogg

Presentation by: Toole Peet

Winner: Ben McKenzie, Winston Heights Mountview Community Association.

Door prize draws

Leslie Evans

10.0 AGM ADJOURNMENT

Valerie Mushinski

Motion

"THAT, the 2020 Annual General Meeting be adjourned at 7:52 pm".

Moved by: Craig Marceau, Rutland Park Community Association

Carried – 24 votes

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

2.1.2 "Community Association" means:

- a) an organization incorporated, established, or registered pursuant to the laws of Alberta, representing residents in a specific geographic community or communities in Calgary; and,
- b) recognized by the City of Calgary as a Community Association.

Commented [LE1]: Housekeeping: Refined using Provincial language and to simplify

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

2.1.4 "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.

2.1.5 "The Federation" means The Federation of Calgary Communities.

2.1.6 "General Meeting" is comprised of the Official Representatives of the Full Member Community Associations and current Directors of The Federation.

Commented [LE2]: Housekeeping: to clarify "which" directors

2.1.7 "General Resolution" means a resolution passed by a majority vote of the persons present and entitled to vote at a duly called and constituted meeting.

Commented [LE3]: Housekeeping: unnecessary word that could mean "in person"

- 2.1.8 "Member" means a Member of The Federation as described in Article 3.
- 2.1.9 "Minimum of Directors" means a minimum of seven (7) elected Directors remaining in office, at any time.
- 2.1.10 "Objects" means the purpose for which The Federation registered as a society. The Objects are attached.
- 2.1.11 "Official Representative" means the individual appointed by the Community Association, as its representative at the Annual, Special and General Meetings.
- 2.1.12 "Special Resolution" means a resolution passed by the vote of not less than 75% of those persons present, 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.
- 2.1.13 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.

Commented [LE4]: Housekeeping: to add a reference

Commented [LE5]: Housekeeping – could be misinterpreted as "in person"

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

Subject to the articles, there shall be four classes of members in The Federation as described in this Section. Each Member shall be a registered charity, or a not-for-profit organization incorporated, established, or registered pursuant to the laws of Alberta or Canada. The Board may, by resolution, approve the admission of the members of The Federation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Commented [LE6]: Housekeeping: Combined 3.2.1 and added detail for clarity

3.1.1.1 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 3.1.1.
- b) A Full Member is entitled to access Federation services and to vote at any Annual, Special or General Meeting.

Commented [LE7]: Housekeeping: Moved from 3.2.2

3.1.1.2 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 3.1.1.
- b) An Associate Member is entitled to access Federation services and does not have voting privileges.

3.1.1.3 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 3.1.1.
- b) An Auxiliary Member is entitled to access Federation services and does not have voting privileges.

Commented [LE8]: Housekeeping: Is now captured in 3.2.3 as for consistency purposes all members are reviewed annually.

3.1.1.4 Service Member

- a) Any not-for-profit or registered charity in the City of Calgary or surrounding area, may become a Service Member upon approval of the board, by terms set by the Board from time to time.
- b) A Service Member is registered charity or not-for-profit organization incorporated, established or registered pursuant to the laws of Alberta or Canada, and is entitled to a one-year membership and access to Federation services and does not have voting privileges.

Commented [LE9]: Housekeeping: Moved from 3.2.4

3.1.2 All membership renewals are subject to annual approval by the Board of Directors.

Commented [LE10]: New: Combines from 3.2.2.—3.2.5Is now captured in 3.1.2 as for consistency purposes all members are reviewed annually.

Commented [LE11]: Housekeeping: Moved to 3.1.1 (b)

Commented [LE12]: Housekeeping: Moved to 3.1.1 (c)

3.2.0 Membership Fees

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

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

3.2.3 The annual membership fee shall be effective for one year from January 1st to December 31st of each year and if any are not paid within one (1) calendar month of the membership renewal date, subject to Section 3.2.4, the Members in default shall automatically cease to be Members of The Federation. Membership fees will not be pro-rated.

Commented [MJW13]: Housekeeping: To combine 3.3.4 with this one.

3.2.4 Where any Member 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.

Commented [LE14]: Housekeeping: To be inclusive and renumbered

Commented [LE15]: Housekeeping: This section has been inserted into the new 3.4.0 or old 3.5.0 as it were

3.3.0 Membership Termination

3.3.1 A membership in the Federation is terminated when:

- a. the Member dies, or, in the case of a member that is an organization, the organization is dissolved.
- b. a Member fails to maintain any qualifications for membership described in Section 3.1 of these Bylaws.
- c. the Member resigns by delivering a written resignation to the chair of the Board of The Federation, in which case such resignation shall be effective on the date specified in the resignation.
- d. the Member is expelled in accordance with Section 3.2.3 or is otherwise terminated in accordance with the articles or Bylaws.
- e. the Member's term of membership expires; or
- f. the Member is liquidated or dissolved under the laws of the Province of Alberta or Canada.

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of The Federation, automatically cease to exist.

Commented [LE16]:

3.4.0 Discipline of Members

3.4.1 The Board shall have authority to suspend or expel any Member from The Federation for any one or more of the following grounds:

- a. violating any provision of the articles, Bylaws, or written policies of The Federation.
- b. carrying out any conduct which may be detrimental to The Federation as determined by the Board in its sole discretion.

- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of The Federation.

3.4.2 Process

In the event that the Board determines that a Member should be expelled or suspended from membership in The Federation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in The Federation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Commented [LE17]: New: Entire section updated to provide a clear process with due process and ability to appeal the board's decision.

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 Councillor 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.

Commented [LE18]: Housekeeping – current language

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 their office, the Board shall declare their office vacant and may fill the position if the Minimum of Directors is maintained. (2.1.9)

Commented [LE19]: Housekeeping – general neutral language

4.3.0 Director's Term of Office

4.3.1 a) The maximum a Director can serve is three consecutively elected two-year terms. To extend a Director's term, as needed for succession purposes only, an individual Board member has the ability to run for an additional board term - despite the fact that they have reached three consecutively elected two-year terms.

Commented [LE20]: Housekeeping – clarify terms

b) Once a Director has completed the above term, 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.

Commented [LE21]: Housekeeping: clarity

4.4.0 Discipline of Directors

4.4.1 The board shall have authority to suspend or expel any Director from the Board for any one or more of the following grounds:

- a. violating any provision of the articles, Bylaws, or written policies of The Federation.
- b. carrying out any conduct which may be detrimental to The Federation as determined by the Board in its sole discretion.
- c. any Director who is absent from three (3) Board meetings during any year without reasonable cause may have their office declared vacant by the Board.
- d. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of The Federation.

4.4.2 Process

In the event that the Board determines that a Director should be expelled or suspended from the Board, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The Director may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the Director is suspended or expelled from membership in The Federation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Commented [LE22]: NEW: best practice on disciplining a director

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 Pursuant to Section 4.8.5, candidates for the Board shall be recommended by the Nominating Committee to the Board for its approval.

Commented [LE23]: Housekeeping - To link process and duties to another bylaw.

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 President, Vice-president, Treasurer, and Secretary. It may also include the Past-President.

Commented [LE24]: Housekeeping – if a president has served 6 years, they can no sit as a past president

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 Each Officer shall be elected for a one-year term by the Board.

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

Commented [LE25]: Housekeeping - Moved to 4.6.5 for better flow

Commented [LE26]: Housekeeping: Renumbered from 4.6.4 Moved down for flow purposes

4.7.0 Roles and Responsibilities of the Officers

4.7.1 **President** - The President of the Board, if one is to be appointed, shall be a Director and have served at least one year on the Board. The President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The President shall have such other duties and powers as the Board may specify.

4.7.2 **Vice-President** - The Vice-President of the Board, if one is to be appointed, shall be a Director. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-President shall have such other duties and powers as the Board may specify.

4.7.3 **Executive Director** – If appointed, the Executive Director of The Federation shall be responsible for implementing the strategic plans and policies of The Federation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of The Federation.

4.7.4 **Secretary** – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members, and committees of the Board. The Secretary shall enter or cause to be entered in The Federation's minute book, minutes of all proceedings at such meetings.

4.7.5 **Treasurer** – If appointed, the Treasurer shall be accountable for the financial reporting to the Board and membership. They will also have such powers and duties as the Board may specify. The Secretary and Treasurer roles maybe combined.

4.7.6 **Past President** – If appointed, the immediate Pst President may act as an Advisor to the Board of Directors and, if willing, perform any other duties as directed by the Board.

Commented [LE27]: New – existing content to operational. Replaced with basic responsibilities. The existing is in policy as job descriptions

4.8.0 Standing Committees

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

Commented [LE28]: Housekeeping - Not a standing committee – it is an operational committee

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 and Process:

Commented [LE29]: Housekeeping: to reflect the expansion of this section

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 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.

4.8.5.3 Nominations received after Close of Nominations shall be forwarded to the Nominating Committee for consideration for future consideration.

Commented [LE30]: Housekeeping: moved up from 5.1.10

4.8.5.4 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.

Commented [LE31]: Housekeeping: Moved up from 5.1.

Commented [LE32]: Housekeeping: Moved to improve flow

4.8.5.5 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.

Commented [LE33R32]:

Commented [LE34]: Housekeeping: moved from 5.1.11

4.9.0 Ad Hoc Committees

Commented [LE35]: Housekeeping: This is not a standing committee. Policy based.

4.9.1 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.

Commented [LE36]: Housekeeping: This is a policy and practice not a bylaw

4.10.0 Directors' Liability and Indemnity

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

4.11.0 Remuneration

4.11.1 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 an Official Representative is shall be resolved by the Chair of the meeting.

Commented [LE37]: Housekeeping – for clarity

5.1.3 A Special Meeting may be called at any time by the President of The Federation and shall be called by him/her 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.

Commented [LE38]: Housekeeping – gender neutral

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. Notice may be served electronically and such notice will be deemed received with 24 hours.

Commented [LE39]: Housekeeping: to add clarity around electronic notices

5.1.6 A quorum for any Annual, Special, or General Meeting shall consist of twenty (20) Full Member Official Representatives.

5.1.6.1 If there is no quorum at a General Meeting within thirty minutes from the time appointed for that meeting, and provided that a minimum of one Officer and ten Voting Members, other than Board Members, are in attendance:

a. The Chairperson shall, at their discretion and prior to terminating the original meeting, fix a date, time and place to hold another meeting, and any business may be dealt with at the rescheduled meeting if a quorum is present (or deemed to be present hereunder) at that rescheduled meeting, provided that the Notice requirements specified in these Bylaws for a Special Resolution must be complied with if a Special Resolution is proposed for sanction at that rescheduled General Meeting; and

b. If there is no quorum at the rescheduled General Meeting conducted under the preceding Paragraph within thirty minutes from the time appointed for that meeting, those Voting Members present shall be deemed to be a legal quorum, and that meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

Commented [LE40]: New: To add process if quorum is not achieved

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 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 may be called by the chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

5.2.2 Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of The Federation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the last known address of the Director
- b) mailed by prepaid ordinary mail to the Director's address as set out in (a)
- c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose;

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting

5.2.3 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. Meetings of the Board shall be by given 15 days' notice in writing delivered by mail, facsimile or electronic mail but no notice shall be required for any such regular meeting.

Commented [LE41]: Housekeeping: Revised as it is a repeat of 5.2.1

5.2.4 At any meeting of the Board, the President shall act as Chair of the meeting and in his/her absence, the Vice-President. Otherwise, the election of any Director to act as Chair shall be the first order of business.

Commented [LE42]: NEW and REVISED: Existing content has been moved around and new bylaws added for clarity

Commented [LE43]: Housekeeping: gender neutral

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 a Councillor to the Board, and is present at the meeting, then six (6) Directors shall constitute quorum.

Commented [LE44]: Housekeeping – update terms

5.2.6 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Commented [LE45]: Housekeeping: Adding clarity to “calling the question...”

5.2.7 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 the Board or any Committee, 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 Bylaw, any person participating in a meeting 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.

Commented [LE46]: Housekeeping: This is a requirement of a society

Commented [LE47]: Housekeeping: not needed – set out in terms of references

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 Each calendar year the Board shall approve an annual budget for The Federation. Any variation of the approved budget shall be in accordance with the policies of The Federation.

Commented [LE48]: Housekeeping: to reflect the financial policies of the organization that are reviewed regularly

6.1.6 The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada.

Commented [LE49]: Housekeeping: To clarify and broaden options.

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 Federation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Federation shall be the custodian of the approved corporate seal.

Commented [LE50]: Housekeeping: Simplified and revised to allow for the creation of a different form of a corporate seal

ARTICLE 7

7.1.0 Amending the Bylaws

- 7.1.1 These Bylaws 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

- 8.1.1 The 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.

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 1st to December 31st 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

8.1.1 The 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.

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- 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;
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Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2020/10/27

The Bylaws are filed as of 2020/10/27

Service Request Number: 34398411

Corporate Access Number: 500036959

Business Number:

Legal Entity Name: THE FEDERATION OF CALGARY COMMUNITIES

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual Return

File Year	Date Filed
2020	2020/11/16
2019	2019/09/03
2018	2019/01/28

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Special Resolution	10000298000041760	1998/04/20
Objects	10000698000041763	1998/04/20
Special Resolution	10000997000008625	1998/04/20
Annual Return Form	10000699000116710	1999/08/10
Bylaws	10000599000309969	1999/09/30
Special Resolution	10000799000309968	1999/09/30
Annual Return Form	10000600000142685	2000/07/17
Bylaws	10000800000381731	2001/01/22
Objects	10000801000005050	2001/01/22
Special Resolution	10000600000381732	2001/01/22
Special Resolution	10000000000381730	2001/01/22
Special Resolution	10000802000332122	2002/12/12
Bylaws	10000602000332123	2002/12/12
List of Director/Officer	10000802000333862	2003/01/09

	10000907114305281	2012/10/25
Bylaws & Special Resolution	10000107114299420	2012/10/29
List of Director/Officer	10000807113254787	2012/12/10
Bylaws & Special Resolution	10000807116105483	2013/12/20
List of Director/Officer	10000407117288054	2013/12/20
Annual Return Form	10000807117943183	2014/01/07
Audited Financial Statement	10000607117943184	2014/01/07
Audited Financial Statement	10000807117942046	2014/07/21
Annual Return Form	10000207117942049	2014/07/21
List of Director/Officer	10000207118798531	2014/11/04
Audited Financial Statement	10000207124450290	2015/09/03
Annual Return Form	10000407124450289	2015/09/03
Branch Documents	10000507114948109	2016/07/18
Audited Financial Statement	10000907127516755	2016/09/27
Annual Return Form	10000207127516754	2016/09/27
Notice of Address	10000207125788780	2017/04/05
Annual Return Form	10000407128033396	2017/12/05
Audited Financial Statement	10000207128033397	2017/12/05
List of Director/Officer	10000307128665686	2018/06/14
Audited Financial Statement	10000907130255175	2019/01/28
Annual Return Form	10000207130255174	2019/01/28
List of Director/Officer	10000107130288207	2019/04/15
Audited Financial Statement	10000407134510080	2019/09/03
Annual Return Form	10000607134510079	2019/09/03
Bylaws & Special Resolution	10000507134537625	2020/10/27
Audited Financial Statement	10000707134536045	2020/11/16
Annual Return Form	10000007134536044	2020/11/16

Registration Authorized By: VALERIE MUSHINSKI
PRESIDENT

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.