

FRIENDS of the
FEDERATION of
CALGARY
COMMUNITIES
SOCIETY

BY-LAWS
June - 1998

Approved: By the Membership at a Special General Meeting held on June 15, 1998

Registered: Alberta Societies Act, Registrar of Corporations on October 1, 1998

By-laws of
The Friends of the Federation of Calgary Communities Society
Approved June 15, 1998

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**ARTICLE 1
PREAMBLE**

- 1.1.1. The Friends of the Federation of Calgary Communities Society is an organization incorporated under the Societies Act of Alberta on December 1, 1986.
- 1.1.2. The Friends of the Federation of Calgary Communities Society is registered with Revenue Canada as a charitable society and assigned number 0795070-59 effective January 1, 1988.

**ARTICLE 2
DEFINITIONS and INTERPRETATION**

2.1.0. Definition:

In these By-Laws, unless otherwise provided, the following terms shall have the following meaning:

- 2.1.1. "Executive Director" means the senior staff person reporting to the Membership and responsible for the provision of overall management and leadership in implementing Membership policy in a manner consistent with the Registered Objects.
- 2.1.2. "Federation of Calgary Communities" means the affiliate of the Friends of the Federation of Calgary Communities Society.
- 2.1.3. "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.
- 2.1.4. "Member" means a member of the Friends of the Federation of Calgary Communities Society.
- 2.1.5. Membership is the governing body of the Society.
- 2.1.6. "Officer" means those appointed to the Executive Committee which includes the President, Vice President, Treasurer, Secretary and immediate Past President.
- 2.1.7. "Society" means the Friends of the Federation of Calgary Communities.
- 2.1.8. "Special resolution" means a resolution passed by a vote of not less than 75% of those persons present personally and entitled to vote at a meeting of which not less than 21 days notice specifying the intention to propose the resolution has been given.

2.2.0. Interpretation

- 2.2.1. In the By-Laws of the Society the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. 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 or section as the case may be.

ARTICLE 3
MEMBERSHIP

3.1.0. General Requirements of Membership

- 3.1.1. The Membership shall be open only to persons who are Directors of The Federation of Calgary Communities.
- 3.1.2. Any person who is a Director of The Federation of Calgary Communities shall have the right to be a Member of the Society.
- 3.1.3. The affairs of the Society shall be managed by a maximum of fifteen (15) members.

3.2.0. Roles And Responsibilities Of Membership

- 3.2.1. The Membership shall, subject to the By-Laws or directions given it by the majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Society.
- 3.2.2. If any Member shall resign his office, the Members may declare his office vacated.
- 3.2.3. A resolution in writing signed by all the Members personally shall be valid and effectual as if it had been passed at a meeting of Members duly called and constituted.
- 3.2.4. The Membership may appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the Objects of the Society.
- 3.2.5. Officers, agents and employees shall have such authority and shall perform such duties as may be prescribed by the Membership.
- 3.2.6. In case of the absence or inability to act of any agent or employee of the Society or for any reason that the Members may deem sufficient, the Members may delegate all or any of the power of such person or persons to any other person or persons.
- 3.2.7. No Member has the power to legally obligate the Society in any manner whatsoever without the prior approval of the Membership. No Member shall take upon himself to commit the time, resources or finances of the Society, its Executive Committee or staff without the prior approval of such a commitment at a duly constituted meeting of the Membership.

3.3.0. Membership Fee

- 3.3.1. Membership fee in the Society shall be \$1 (one dollar) per year.

3.4.0. Withdrawal of Membership

- 3.4.1. Upon ceasing to be a Director of The Federation of Calgary Communities, Membership in this Society shall automatically cease.

- 3.4.2. Upon being expelled as a Director of the Federation of Calgary Communities, Membership in this Society shall automatically cease.

ARTICLE 4 STRUCTURE & OPERATIONS

4.1.0 Executive Committee

- 4.1.1. The Officers of the Society shall be the President, Vice President, Treasurer, Secretary, and the immediate Past President as an ex-officio Officer.
- 4.1.2. The Executive Committee shall carry out the day-to-day administration of the affairs of the Society and the requirements of these By-Laws.
- 4.1.3. Appointment of the Officers shall be the same as the elected Officers for the Federation of Calgary Communities.

4.2.0 Roles and Responsibilities of the Officers

4.2.1 President

- a) The President shall act as chairman at all meetings of the Society and shall be ex officio member of all committees.
- b) The President shall approve all meeting agendas.
- c) The President shall be the official spokesman for the Society speaking at the direction of and on behalf of the Membership.
- d) The President shall be the primary signing authority for the Society and shall co-ordinate the overall functioning of the Membership.

4.2.2. Vice President

- a) The Vice President shall assist in the performance of the President's duties, shall assist in coordinating the affairs of the Society, and shall perform such other duties as are required of the office.
- b) In the absence of the President, the President's duties shall be performed by the Vice President.
- c) The Vice President shall perform any other duties as directed by the Membership.

4.2.3. Treasurer

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

4.2.4. Secretary

- a) It shall be the responsibility of the Secretary to ensure that Executive Committee, and Annual, Special or General Meeting minutes are accurately recorded, distributed and filed as the record of the Society.
- b) The Secretary shall perform any other duties as directed by the Membership.

4.2.5. Past President

- a) The immediate Past President is a non voting Member of the Society and an Officer and is not considered for quorum.
- b) He is responsible to the Membership to ensure continuity of business initiated in his term of office.
- c) The Past President shall perform any other duties as directed by the Membership.

4.3.0. Standing Committees

- 4.3.1. The Standing Committees may be created by the Membership as required.
- 4.3.2. The Standing Committees shall recommend to the Membership programs which will improve the services provided by the Society to The Federation of Calgary Communities.
- 4.3.3. Standing Committees members shall be appointed at the first General Meeting following the Annual General Meeting and additional appointments may be made as required.

4.4.0. Ad Hoc Committees

- 4.4.1. The membership may create Ad Hoc Committees for specific duties. Ad Hoc Committees shall be established by a motion of the Membership which shall include the purpose, budget, reporting procedures and the time frame for the committee's existence.

4.5.0. Directors Liability and Indemnity

- 4.5.1. The Society shall provide insurance to indemnify each Member and Officer.

4.6.0. Remuneration

- 4.6.1. The Members of the Society shall receive no remuneration for acting as such.
- 4.6.2. The activities of the Society are carried on without purpose of gain for its Members and profits or other accretions of the organization shall not be used in promoting their personal objectives.
- 4.6.3. Such action would constitute violation of the By-Laws and jeopardise the status of the Member according to the aforementioned procedure.

ARTICLE 5
MEETINGS OF THE FRIENDS OF THE FEDERATION

5.1.0 Annual, Special General and General Meetings of the Membership

- 5.1.1. Meetings of the Membership shall be called by fifteen (15) days notice delivered to each Member or by seven (7) days notice by facsimile or telephone.
- 5.1.2. A simple majority shall constitute a quorum. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Membership; otherwise such business shall be null and void.
- 5.1.3. Questions arising at any meeting of the Membership shall be decided by a majority vote of those present.
- 5.1.4. All votes at any such meeting shall be taken by ballot if so demanded by any Member present; but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 5.1.5. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.2.0. Annual General Meeting

- 5.2.1. The Annual General Meeting of the Society will be held on or before November 30th of each year.
- 5.2.2. The business of the Annual General Meeting is not limited to, but shall include:
 - i. The President's report.
 - ii. Reports of Standing Committees.
 - iii. The Treasurer's report and the Auditor's statement.
 - iv. Appointment of external Auditors for the ensuing year.
 - v. Appointment of the Officers.
 - vi. Any other business of the Society except that no vote shall be taken upon any matter for which notice of a Special Resolution is required unless such notice has been given.
- 5.2.3. The order of business of the Annual General Meeting shall be at the discretion of the Chairman of the meeting provided that, in general, business and reports relating to the proceeding fiscal year of the Society shall precede the appointment of the Auditor and the appointment of Officers.

5.3.0 **General or Special General Meetings of the Membership**

- 5.3.1. General or Special Meetings of the Membership shall be held as often as the business of the Society shall require and shall be called by the President.
- 5.3.2. A Special General Meeting may be called at any time by the President and shall be called by him on the instructions of any three Members thereof, provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

5.4.0 **Executive Committee Meetings**

- 5.4.1. Meetings of the Executive Committee shall be called by the President or at the request of any two (2) Officers.
- 5.4.2. Meetings of the committee shall be held as often as the business of the Society shall require.
- 5.4.2. A quorum shall be a simple majority of Officers.
- 5.4.3. The members of the Executive Committee shall be notified of the meeting.
- 5.2.3. Only duly appoint Officers present at the meeting shall vote.

5.5.0 **Standing Committees**

- 5.5.1. Meetings of the Standing Committees shall be called in accordance with the rules of order set forth by the Membership.

5.6.0 **Notices**

- 5.6.1. Written notices or communications directed to the last known address of the Member shall be deemed to have been received seven (7) days after the date of mailing excluding Saturdays, Sundays, and Statutory Holidays.

ARTICLE 6

FINANCE AND OTHER MANAGEMENT MATTERS

6.1.0 **Finance, Accounts and Audits**

- 6.1.1. The fiscal year of the Society shall end December 31st.
- 6.1.2. The audited financial statements covering the period ended December 31st shall be presented at the Annual General Meeting which shall be held on or before November 30 following.
- 6.1.3. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor to the Annual General Meeting of the Society.
- 6.1.4. The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by an external accountant.

- 6.1.5. All expenditures over \$500 must be approved by the Membership, but any expenditures may be approved by acceptance and approval of a budget by the Members.
- 6.1.6. Operational accounts may be established for routine operations of the Society to which the Members may transfer funds or allow funds to remain for approved budget expenditures.
- 6.1.7. Any two of the following persons; President, Treasurer, Vice President or Secretary shall sign all cheques and other financial instruments on the general operational and investment accounts with the provision that any cheque payable to a Officer shall not be signed by that Officer.
- | | |
|----------------|-----------|
| President | Secretary |
| Vice-President | Treasurer |
- 6.1.8. The Society may borrow only if such loan is approved by a Special Resolution of the Membership.
- 6.2.0 Inspection of Books and Records**
- 6.2.1. The books and records of the Society may be inspected by any Member of the Society at the Annual Meeting provided for herein or at any time at the registered office of the Society upon giving reasonable notice and arranging a time satisfactory to the Officer(s) having charge of same.
- 6.2.2. Each member of the Executive Committee shall at all times have access to such books.
- 6.3.0 Seal of the Society**
- 6.3.1. Should a seal be acquired, use will be authenticated by the signatures of the President and any other of the following Officers; Secretary, Vice President or Treasurer.
- 6.3.2. Should a seal be acquired the Membership shall ensure that it is kept in a secured location.

ARTICLE 7

AMENDING THE BY-LAWS

- 7.1.1. The By-Laws may be rescinded, altered or added to by "Special Resolution" passed by a majority of not less than three-quarters (3/4) of such Members entitled to vote as are present in person, at a duly constituted General Meeting of which twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

ARTICLE 8
RULES OF ORDER

- 8.0.1. In the event of matters arising not covered by the By-Laws, rules will be applied as stated in "Roberts Rules of Order".

ARTICLE 9
DISSOLUTION OF THE FRIENDS OF THE FEDERATION

- 9.0.1. Upon the dissolution of the Society and upon payment of all debts and liabilities, the remaining property of the Society shall be distributed to the Federation of Calgary Communities.

Approved: By the Membership at a Special General Meeting - June 15, 1998
Registered: Alberta Societies Act, Registrar of Corporations -