



SOCIETIES ACT (ALBERTA)

BY-LAWS

OF

CALGARY SOUTH WEST COMMUNITIES RESOURCE CENTRE SOCIETY

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*SOCIETIES ACT (ALBERTA)***BY-LAWS****OF****CALGARY SOUTH WEST COMMUNITIES RESOURCE CENTRE SOCIETY****ARTICLE 1****1. INTERPRETATION AND DEFINITIONS**

In these By-laws, unless otherwise provided or unless the context otherwise requires, expressions defined in the *Societies Act* (Alberta) shall have the meaning so defined, and

1.1 **"Agency"** means an institution, organization or group that currently provides, or may provide in the future, programs and services for the benefit of clients of the Calgary SouthWest Communities Resource Centre Society, and/or for the residents of the communities served by the Society and / or that supports the Objects of the Society;

1.2 **"By-laws"** mean these by-laws and any alteration hereof or additions hereto for the time being in force;

1.3 **"Communities of Service"** means the Principal Communities of the Society and any other communities south of Glenmore Trail in the City of Calgary which the Society may decide from time to time to serve given sufficient resources;

1.4 **"Community Resident"** means anyone who resides in the Society's Communities of Service and/or in the City of Calgary including a resident under the age of 18 years;

1.5 **"Directors"** means any person currently elected or appointed to the Board of the Society from time to time pursuant to the By-laws;

1.6 **"Member"** means an individual or agency who is a full member or associate member of the Society pursuant to Section 3 of the By-laws;

1.7 **"Officers"** means Directors holding Executive positions of Chair, Secretary, Treasurer or Secretary / Treasurer;

1.8 **"Ordinary Resolution"** means, in relation to a resolution of:

1.8.1 **Full Members**, a resolution passed at a Meeting of the Members, duly called and constituted in accordance with these By-laws, by a simple majority of the votes of those Members who vote in person on the particular resolution;

- 1.8.2 Directors, a resolution passed at a meeting of Directors duly called and constituted in accordance with these By-laws, by a simple majority of the votes of those Directors present at the meeting who vote on the particular resolution;
- 1.8.2.1 A resolution in writing, signed by all the Directors for the time being in office without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted;
- 1.8.3 **"Principal Communities of the Society"** means the neighbourhoods in the city of Calgary, in the Province of Alberta that are designated by Funding Organization(s) as neighbourhoods within the Society's catchment area;
- 1.9 **"Register of Members"** means the listing of Members of the Society to be established and maintained in accordance with these By-laws;
- 1.10 **"Society"** means the Calgary South West Communities Resource Centre Society;
- 1.11 **"Societies Act (Alberta)"** means the Societies Act, S-14 RSA 2000, as amended from time to time, and includes any statute governing the Society enacted in substitution, in whole or in part, for the Societies Act (Alberta);
- 1.12 **"Special Resolution"** shall have the meaning ascribed thereto in the Societies Act meaning a resolution passed at an Annual General Meeting or a General Meeting of the Members duly called and constituted in accordance with these By-laws;
- 1.13 Words used herein importing the masculine gender shall include the feminine and words used herein importing the singular shall include the plural and vice versa;
- 1.13 Headings used throughout these By-laws have been inserted for convenience of reference only.

ARTICLE 2

2. OBJECTS OF THE SOCIETY

- 2.1 The objects of the Society are filed separately.

ARTICLE 3

3. MEMBERSHIP

Membership Eligibility

- 3.1 Membership in the Society is open to individuals age 16 years or older and resident in the City of Calgary, and to agencies located in the City of Calgary currently serving, or desirous of serving, residents within the Society's Communities of Service.

3.2 Prospective members shall indicate their acceptance of the Objects of the Society by completing a membership application and submitting it to the Society's Board of Directors. A senior official of an agency shall complete an application on behalf of the agency.

3.3 Individuals and agencies become members once their applications are approved by a majority (50% plus 1) of the Society's Board of Directors.

Categories of Members

3.4 Categories of membership are:

- 3.4.1 Full Members and
- 3.4.2 Associate Members.

Full Members

3.5 Each Full Member of the Society shall:

- 3.5.1 be entitled to notice of all Meetings of the Members of the Society;
- 3.5.2 be entitled to vote at all Meetings of the Members of the Society with each Full Member, subject to these By-laws, being entitled to one (1) vote;
- 3.5.3 be entitled to attend and/or speak as permitted by time, as decided by the Chair, at any Meeting of Members of the Society;
- 3.5.4 be entitled to such other rights as may be provided in these By-laws and to such other rights as may be determined by the Directors from time to time by Ordinary Resolution; and
- 3.5.5 be entitled to run for elected office.

Associate Members

3.6 Staff of the Calgary South West Communities Resource Centre Society are eligible to become Associate Members only and shall:

- 3.6.1 be entitled to notice of all Meetings of the Members of the Society;
- 3.6.2 be entitled to attend and/or speak as permitted by time, as decided by the Chair, at any Meeting of Members of the Society; and
- 3.6.3 be entitled to such other rights as may be provided in these By-laws and to such other rights as may be determined by the Directors from time to time by Ordinary Resolution.

3.7 Agencies are eligible to become Associate Members only and shall:

- 3.7.1 be entitled to notice of all Meetings of the Members of the Society;
- 3.7.2 be entitled to send up to (3) Agency designates to Meetings of Members of the Society;
- 3.7.3 be entitled to attend and/or speak as permitted by time, as decided by the Chair, at any Meeting of Members of the Society; and

3.7.4 be entitled to such other rights as may be provided in these By-laws and to such other rights as may be determined by the Directors from time to time by Ordinary Resolution.

3.8 Associate Members do not have voting privileges and cannot run for elected office.

Term of Membership

3.9 All membership in the Society with respect to any particular individual or agency shall commence on the date upon which the individual or agency is approved for membership by the Society's Board of Directors as recorded in the minutes of the Directors' meeting at which the approval was given.

3.10 An individual's or agency's term of membership shall extend for a period of up to two (2) years commencing upon that calendar year's AGM.

Member in Good Standing

3.11 A Member is in good standing when the Member supports the Objects of the Society.

Register of Members

3.12 The Directors shall cause a Register of Members to be maintained by the Registered Office of the Society. The Register shall contain the names of the then-current Members of the Society, and the names of past Members of the Society, by appropriate category, together with the following particulars:

- 3.12.1 mailing address and other pertinent contact information for the Member;
- 3.12.2 the dates of commencement and termination of membership;
- 3.12.3 membership status, such as current or past;
- 3.12.4 such other information as the Directors may determine from time to time by Ordinary Resolution.
- 3.12.5 where an individual or agency has reasonable cause to believe that they/it should be considered as a member of the society but their/its name does not appear in the register of members as a then current member, such individual or agency may notify anyone (1) of the directors in writing of the same

Correction to Register of Members

3.13 Where an individual or agency has reasonable cause to believe that they/it should be considered as a Member of the Society but their/its name does not appear in the Register of Members as a then-current Member, such individual or agency may notify any one (1) of the Directors in writing of the same. Such notice shall contain evidence necessary for the Directors to determine whether such individual or agency is a Member. The Directors shall, by Ordinary Resolution, determine whether such individual or agency is a Member or not a Member of the Society and shall use their reasonable and diligent efforts to determine the same within a

reasonable time after receipt of a notice. Should notice be given to a Director at least two weeks prior to the holding of a Meeting of the Members, such determination shall be made prior to such a Meeting of the Members taking place.

Renewal of Membership

3.14 The Registered Office of the Society shall provide of a membership renewal application to a requesting member, using the contact information contained in the Register of Members, at least twenty-one (21) days in advance of the commissioning AGM date of the member's two-year term.

3.15 Membership renewal applications require approval by a majority (50% plus 1) of the Society's Board of Directors.

Termination of Membership

3.16 Resignation

3.16.1 Any Member may resign from the Society by forwarding a written notice to the Registered Office of the Society.

3.16.2 The Registered Office of the Society shall record in the Register of Members that membership was terminated as of the date of the notice of resignation.

3.16.3 Membership will be considered resigned if there has been no active involvement in the organization in the past 6 months

3.17 Failure to Renew Membership

3.17.1 Membership is considered terminated if a Member fails to return a completed Membership Renewal Application to the Registered Office of the Society within three (3) months of the expiry of their current term of membership.

3.17.2 The Registered Office of the Society shall record in the Register of Members the effective date of termination of the membership as being three (3) months to the day after which the membership was due to expire.

3.18 Death

3.18.1 The membership of a Member is ended upon their death.

3.18.2 The Registered Office of the Society shall remove the Member's name from the Register of Members on the day any such notice is received.

3.19 Expulsion

3.19.1 The Society may, by Special Resolution at a Board Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final.

3.19.2 Effective the date of the passage of the Special Resolution, the Member shall cease to be a Member. The Registered Office of the Society shall remove the name of the expelled individual or agency from the Register of Members.

3.20 All rights and privileges cease when the Member resigns, fails to renew membership, dies, or is expelled from the Society.

Transferability of Membership

3.21 No right or privilege of any Member is transferable to another individual or agency.

Continued Liability for Personal Debts Due

3.22 Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any personal debts owing to the Society at the date of ceasing to be a Member.

ARTICLE 4

4. MEETINGS OF MEMBERS OF THE SOCIETY

4.1 Meetings of Members of the Society are:

4.1.1 The Annual General Meeting, also known as the AGM

4.1.2 General Meetings

4.1.3 Special Meetings

4.2 All business shall be deemed special that is transacted at a Special Meeting and all business shall be deemed special that is transacted at an Annual General Meeting, with the exception of any business that under these By-laws ought to be transacted at an Annual General Meeting. Business transacted at a General meeting may be special or ordinary.

Persons Entitled to be Present at Membership Meetings

4.3 Annual General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave for any reason.

4.4 The only persons entitled to attend General Meetings and Special Meetings shall be the Full and Associate Members.

Annual General Meeting

4.5 A General Meeting of the Members of the Society shall be held annually in Calgary at such place, day and time as may be determined by the Directors from time to time by Ordinary Resolution. Such General Meeting shall be called the Annual General Meeting, or AGM.

Agenda of the Annual General Meeting

4.6 The Annual General Meeting deals with the following matters:

4.6.1 Adopting the agenda

4.6.2 Adopting the minutes of the last Annual General Meeting

4.6.3 Considering the Chair's Report

- 4.6.4 Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities, and the auditor's report
- 4.6.5 Appointing the auditors
- 4.6.6 Electing the Members of the Board
- 4.6.7 Electing the incoming Chair
- 4.6.8 Considering matters specified in the meeting notice

4.7 At each Annual General Meeting the Directors shall provide general reports as to their activities as Directors of the Society during the immediately preceding year.

Notice of Annual General Meeting

4.8 Not less than twenty-one (21) days notice of the Annual General Meeting shall be given to each Member who, as at the date of giving notice, is registered in the Register of Members as a then-current Member of the Society. Such notice shall specify the place, date and time of the AGM and shall include any proposed Special Resolutions.

4.9 The Board of Directors shall direct the Registered Office of the Society to deliver notice of the Annual General Meeting to the then-current Members. Such notice may be in the form of a posted letter, fax, e-mail, or telephone call to Members and/or an item in a Society newsletter or in newsletters of the Communities of Service.

4.10 The Board of Directors shall determine from time to time by Ordinary Resolution the most cost-effective and timely means of notifying the general public of the Annual General Meeting and how widely distributed such notification shall be. The public is not entitled to personal direct notice of the Annual General Meeting.

4.11 An Annual General Meeting and a Special Meeting may be convened by one and the same notice and there shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority of the first meeting.

Quorum for the Annual General Meeting

4.12 No business shall be transacted at the Annual General Meeting unless a quorum is present at the time the meeting proceeds to business. Attendance by 15% of the then-current Full Members registered in the Register of Members is a quorum.

General Meetings

4.13 A General Meeting of the Members of the Society may be convened at any time:

4.13.1 by an Ordinary Resolution passed by a majority (50% plus 1) of the Board of Directors to that effect.

4.14 A General Meeting shall always be held at a place in Calgary.

Agenda for General Meetings

4.15 Only the matters set out in the notice for a General meeting are considered at the General Meeting.

4.16 Special Resolutions may only be considered and voted upon at General Meetings or Annual General Meetings.

Notice of General Meetings

4.17 Not less than twenty-one (21) days notice of the General Meeting shall be given to each Member who, as at the date of giving notice, is registered in the Register of Members as a then-current Member of the Society. Such notice shall specify the place, date, time and the exact agenda of the General Meeting consisting of a list of the issue(s) to address and the wording of any motions or proposed Special Resolutions.

4.18 The Board of Directors shall direct the Registered Office of the Society to deliver notice of the General Meeting to the then-current Members. Such notice may be in the form of a posted letter, fax, e-mail, or telephone call to Members and/or an item in a Society newsletter.

Quorum at General Meetings

4.19 No business shall be transacted at a General Meeting unless a quorum is present at the time the meeting proceeds to business. Attendance by 15% of the then-current Full Members registered in the Register of Members is a quorum.

Special Meetings

4.20 A Special Meeting of the Members of the Society may be convened at any time:

4.20.1 by an Ordinary Resolution passed by a majority (50% plus 1) of the Board of Directors to that effect; or

4.20.2 on the receipt by the Secretary or any Director of a written request signed by 1/3 of the then-current Full Members of the Society that such a Special Meeting be called. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.21 A Special meeting shall always be held at a place in Calgary.

4.22 A Special Meeting may be held in conjunction with an Annual General Meeting or as a separate meeting.

Agenda for Special Meetings

4.23 Only the matters set out in the notice for the Special Meeting are considered at the Special Meeting.

Notice of Special Meetings

4.24 Not less than twenty-one (21) days notice of the Special Meeting shall be given to each Member who, as at the date of giving notice, is registered in the Register of Members as a

then-current Member of the Society. Such notice shall specify the place, date, time and the exact agenda of the Special Meeting consisting of a list of the issue(s) to address and the wording of any motions.

4.25 The Board of Directors shall direct the Registered Office of the Society to deliver notice of the Special Meeting to the then-current Members. Such notice may be in the form of a posted letter, fax, e-mail, or telephone call to Members and/or an item in a Society newsletter.

Quorum at Special Meetings

4.26 No business shall be transacted at a Special Meeting unless a quorum is present at the time the meeting proceeds to business. Attendance by 15% of the then-current Full Members registered in the Register of Members is a quorum.

Proceedings at Membership Meetings

4.27 Except as otherwise noted in these By-laws, all of the following proceedings (4.28 through 4.52) shall apply to Annual General Meetings, General Meetings and Special Meetings.

Chair of Membership Meetings

4.28 The Chair of the Society's Board of Directors shall be entitled to be Chair at every Membership Meeting. If at any meeting the Chair is not present within 15 minutes after the time appointed for holding such meeting, or if for any reason the Chair refuses to chair the meeting, the Members present shall choose any one Director as Chair of the meeting.

Failure to Give Notice

4.29 Irregularities in the notice of any Membership Meeting or in the giving thereof or the accidental omission to give notice of an Annual General Meeting or the non-receipt of any notice by any Member entitled thereto, shall not invalidate any resolution, whether an Ordinary Resolution or Special Resolution or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

Failure to Reach Quorum

4.30 If within a reasonable time, at the discretion of the Chair, quorum is not present, the Membership Meeting shall be cancelled and rescheduled to a date determined by the board, at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the Members in attendance shall constitute a quorum and the meeting shall proceed.

Adjournment

- 4.31 The Chair may adjourn any Membership Meeting from time to time with the consent by Ordinary Resolution of the Members present. The adjourned Membership Meeting conducts only the unfinished business from the initial meeting.
- 4.32 No notice is necessary if the Membership Meeting is adjourned for less than thirty days.
- 4.33 Notice must be given when a Membership Meeting is adjourned for thirty (30) days or more. Notice must be the same as set out in these By-laws for each type of Membership Meeting.

Persons Entitled to Vote at Membership Meetings

- 4.34 Any individual becoming a Full Member thirty (30) days prior to the time set for the commencement of a Membership Meeting shall be entitled to vote in person at such Meeting.
- 4.35 A Member eligible to vote may not vote by proxy.

Manner in Which Vote is to be Taken and Casting Vote

- 4.36 Each Member eligible to vote has one (1) vote.
- 4.37 The Chair of a Membership Meeting shall have one (1) vote.
- 4.38 All Members eligible to vote must decline their vote in the event that a conflict of interest arises.
- 4.39 Except for voting for Chair and Directors, and unless a secret ballot is demanded as hereinafter provided, every question submitted to a Membership Meeting shall be decided by a show of hands.
- 4.40 A majority of the votes cast by the Members present at a Membership Meeting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.41 In the case of an equality of votes, the motion is defeated. The Chair of the meeting does not have a second or casting vote.
- 4.42 A majority of 75% of the votes cast by the Members present at an Annual General Meeting or a General Meeting decides an issue requiring a Special Resolution. Items requiring Special Resolutions are:
- 4.42.1 Changing the Objects
 - 4.42.2 Amending the By-laws
 - 4.42.3 Issuing Debentures
 - 4.42.4 Surrendering the Certificate of Incorporation

4.43 The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.44 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

Secret Ballot

4.45 At any Membership Meeting, a secret ballot can be demanded by the Chair of the meeting or by at least five (5) Full Members.

4.46 Upon demand of a secret ballot the Chair of the meeting directs the result to be the resolution of the meeting. For the purposes of any such secret ballot, the Chair of the meeting shall appoint one (1) Full Member as a returning officer and one (1) or more Full Members as scrutineers with authority and power to conduct such ballot, to canvass the votes of the Full Members and to examine the qualifications of the voters. In the case of any dispute of a vote by the returning officer or scrutineers, the Chair of the meeting shall determine the same and such determination, if made in good faith, shall be final and conclusive.

4.47 Members may withdraw their demand for a secret ballot.

4.48 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the secret ballot has been demanded.

4.49 Any secret ballot properly demanded on the election of a Chair of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.

Rules of Order

4.50 The Directors may from time to time, by Ordinary Resolution, adopt and/or make and alter rules of order to govern the proceedings at any Membership Meeting and, failing such adoption or making, the Chair of any Membership Meeting shall be entitled to adopt such rules of order as the Chair may desire to govern the proceedings at any Membership Meeting, provided such adoption is disclosed in advance of any resolutions to be voted on at such meeting to the Members present. In the event of conflict between any such rules of order and the provisions of these By-laws, the provisions of these By-laws shall govern.

Written Resolution of All Members Eligible to Vote

4.51 All Members eligible to vote may agree to and sign a resolution. This resolution is as valid as one passed at a Membership Meeting. It is not necessary to give notice or to call a Membership Meeting. The date on the resolution is the date it is passed.

4.52 Written resolutions require the signatures of all members eligible to vote. If any Member eligible to vote cannot sign, or refuses to sign, the Society must hold a Membership Meeting appropriate to the type of resolution to be considered.

ARTICLE 5

5. BOARD OF DIRECTORS

Governance and Management of the Society

5.1 The Board governs the affairs of the Society. The Board may hire an Executive Director to carry out management functions under the direction and supervision of the Board.

Power and Duties of the Board

5.2 The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- 5.2.1 Promoting the Objects of the Society;
- 5.2.2 Promoting membership in the Society;
- 5.2.3 Regulating Executive Directors' duties and setting their total compensation;
- 5.2.4 Maintaining and protecting the Society's assets and property;
- 5.2.5 Approving an annual budget for the Society;
- 5.2.6 Oversee the payment of all expenses and services for operating and managing the Society;
- 5.2.7 Investing any extra monies;
- 5.2.8 Ensuring the ongoing financial health of the Society, including raising funds through the solicitation of donations and other forms of charitable fundraising;
- 5.2.9 Reviewing and approving policies, rules and regulations that govern the operation and use of the Societies assets;
- 5.2.10 Approving all key contract commitments made on behalf of the Society;
- 5.2.11 Oversee the financial management of the Society;
- 5.2.12 Appointing legal counsel as necessary;
- 5.2.13 Selling, disposing of or mortgaging any or all of the property of the Society; and
- 5.2.14 Without limiting the general responsibility of the Board, delegating its powers and duties to the Officers or the Executive Director of the Society.

Composition of the Board

5.3 Unless otherwise determined by Special Resolution, the Board of Directors of the Society shall consist of not less than six (6) nor more than twelve (12) Members of the Society duly elected as Directors either at an Annual General Meeting of the Members of the Society as provided in these By-laws, or otherwise appointed or elected in accordance with these By-laws.

5.4 The Board consists of:

- 5.4.1 the Chair
- 5.4.2 up to 11 Directors-at-large
- 5.4.3 the immediate Past Chair, one year, non-voting.

Eligibility for Election or Appointment to the Board of Directors

5.5 Persons eligible for election or appointment to the Board of Directors must be Full Members who are 18 years of age or older and who are screened volunteers of the Society according to the policies and procedures of the Society's Volunteer Program.

5.6 Persons eligible to serve on the Board of Directors include those who are:

5.6.1 Over the age of 18 years;

5.6.2 episodic volunteers for the Society who are normally not subject to the full interview and screening processes of the Society's Volunteer Program;

5.6.3 Not employed by the Society or are a relative of an employee of the Society;

5.6.4 Not have any demonstrable conflict of interest position as a specific result of their position within a funding agency;

5.7 Directors shall be selected to form a Board which is inclusive and diverse and which attempts to broadly represent the Society's Communities of Service.

5.8 The Society will strive to have a majority of Directors (50% plus 1) be residents of the Principal Communities of the Society.

Nomination of Board Candidates

5.9 The Directors shall have the power, by Ordinary Resolution, to authorize any particular individual or individuals to stand for election as Director.

5.10 The Nominating Committee of the Board, in accordance with these Bylaws and with the Volunteer policies and procedures of the Society, shall assess the eligibility of each individual seeking nomination as a Director.

5.11 The Nominating Committee of the Board shall prepare a slate of eligible nominees for each vacant Director position for the approval of the Board. The Board shall present the approved slate to the Annual or other General Meeting.

5.12 If there is a vacancy on the Board due to the resignation, removal, or death of a Board member, the Nominating Committee shall assess and recommend for the approval of the Board an eligible individual to fill that vacancy.

5.13 Prior to each Annual General Meeting at which Directors are to be elected, Board members finishing their terms and eligible to seek a further term will inform the Chair of the Board or the Chair of the Nominating Committee as to whether or not they will seek election for a further term. Upon approval by the Board, the names of these Board members will be added to the slate of nominees.

Voting and Election of Chair and Directors

5.14 The current Directors shall, prior to the Annual General Meeting at which Directors are to be elected, determine the number of Directors to be elected for the upcoming year.

5.15 Where at the particular Annual General Meeting a Chair is to be elected, the election of the Chair shall take place as follows:

5.15.1 the election for Chair shall take place after the election of the Directors;

5.15.2 where there is only one candidate for the office of Chair, such candidate shall be deemed elected by acclamation;

5.15.3 where there is more than one candidate for the office of Chair, only the candidate receiving the greatest number of votes cast by the Full Members present at the meeting shall be elected; and

5.15.4 if any two or more candidates (who receive the greatest number of votes) in the election for Chair receive an equal number of votes, the Chair of the meeting shall write the names of those candidates separately on a blank sheet of paper of equal size and of the same colour and texture and after folding them in a uniform manner and in a manner so that the names are concealed, deposit them in a receptacle and direct a Member present at the meeting to withdraw one of the sheets. The Chair of the meeting shall declare to be elected as Chair the candidate whose name appears on the sheet thus drawn.

5.16 Where at the particular Annual General Meeting Directors are to be elected, the Directors shall be elected as follows:

5.16.1 where the number of candidates for Director is equal to or less than the number of Directors to be elected at the meeting, all candidates shall be deemed elected by acclamation;

5.16.2 where the number of candidates for Director is greater than the number of Directors to be elected at the meeting, only the candidates receiving the greatest number of votes in relation to the number of positions to be filled shall be elected;

5.16.3 the election shall be held by ballot on which the names of each candidate for election as Director shall be listed, and each Full Member present in person shall be entitled to vote for the number of candidates he chooses, not exceeding the number of Directors to be elected at the Annual General Meeting; any ballot where votes are cast for more candidates than positions shall be void and not counted; and

5.16.4 if any two or more candidates for the office of Director have an equal number of votes and but for such equality, one or more of them would have been elected as a Director, the Chair of the meeting shall write the names of those candidates separately on a blank sheet of paper of equal size and of the same colour and texture, and after folding them in a uniform manner and in a manner so that the names are concealed, deposit them in a receptacle and direct a Member present at the meeting to withdraw one or more of the sheets (depending upon the number of positions to be filled), and the Chair of the meeting shall declare to be elected the candidate or candidates, as the case may be, whose name appears or names appear on the sheet or sheets thus drawn.

Term of Office

5.17 Unless otherwise unless otherwise approved by the Board, the Directors shall be elected for a term of two (2) years.

5.18 Unless otherwise determined by Ordinary Resolution, a Director completing their term shall be eligible for re-election to a maximum of three (3), two (2) year terms. Likewise, two-year terms.

5.19 All attempts shall be made to stagger the terms of the Directors such that no more than 50% of the Directors complete their terms at any one time.

5.20 The year recognizing elected Directors is one year from the AGM.

5.21 At each Annual General Meeting, the Directors who have completed their full term and any Director appointed as hereinafter provided who has completed the term of the Director whose place they are filling, shall retire from office.

5.22 The immediate Past Chair serves for a one year term.

Filling Vacancies and Additional Directors

5.23 A quorum of the Directors shall have power from time to time by Ordinary Resolution to appoint any Full Member of the Society eligible to be a Director as a Director to fill a casual vacancy, and such appointee shall remain a Director for the remainder of the term of the Director he is replacing. This does not apply to the position of immediate Past Chair. This position remains vacant until the next AGM.

5.24 The quorum of the Directors shall also have the power from time to time and at any time by Ordinary Resolution, to appoint any Full Member of the Society eligible to be a Director as an additional Director to hold office until the next Annual General Meeting of the Members; provided however, that the maximum allowable number of Directors as determined in accordance with these By-laws shall not be exceeded and further provided that no more than three (3) such additional Directors shall hold the office of Director at any one time.

5.25 If at any time for any reason there are no Directors, the Full Members of the Society may by resolution in accordance with these By-laws appoint any Members as Directors (so that the maximum number of Directors fixed in accordance with these By-laws is not exceeded) to hold office until the next Annual General Meeting of the Members.

Defects in Appointment

5.26 Any act done by any meeting of the Directors, or by any person acting as a Director, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of the Director or Directors or individual acting as aforesaid or that they or any of them were disqualified, shall be as valid as if the Directors or individual had been duly elected or appointed and was qualified.

Termination of Office

5.27 Directors or Officers may resign from office by giving one (1) month's notice, in writing, to the Chair and Secretary of the Society. Such resignation shall take effect either at the end of the month's notice or on the date the Board accepts, by Ordinary Resolution, the resignation.

5.28 The office of a Director shall be deemed to be vacated:

5.28.1 if he is found to be of unsound mind; or

5.28.2 if he ceases to be a Member of the Society for any reason whatsoever; or

5.28.3 upon their decease.

5.29 The Directors may expel, for any reason that the Directors deem reasonable, any individual as Director or Officer of the Society before the end of their term (which expulsion shall also be deemed to include the expulsion of such Director from any Office which he holds in the Society) in accordance with the following:

5.29.1 upon any Director or Officer being presented with a petition signed by not less than 75% of the Directors for the time being in office setting forth their desire that any particular individual be expelled as Director or Officer, he shall immediately cause a meeting of Directors to be held as soon as possible in accordance with these By-laws to consider the expulsion of such individual;

5.29.2 the individual to be considered for expulsion shall be entitled to notice of such meeting and shall be entitled to attend the same and to speak to the matter;

5.29.3 if within the period commencing on the seventh (7th) day following the date of such meeting and ending on the twenty-first (21st) day following the date of such meeting a Director or Officer shall again be presented with a petition signed by not less than 75% of the Directors for the time being in office, setting forth their continuing desire to expel the individual named in the first petition delivered pursuant to these By-laws, such individual shall be deemed to have been expelled as Director or Officer as the case may be, as at the date of such second petition;

5.29.4 any individual expelled as Director or Officer in the manner described above shall not be entitled to commence any action or institute any proceedings to be reinstated as Director or Officer, as the case may be.

5.29.5 Full Members of the Society may remove any Director or Officer before the end of their term. There must be a majority vote at a General Meeting called for this purpose. Furthermore, the Members may, at such General Meeting, elect another Member to hold the Office of the expelled Director or Officer for the duration of their term. If the immediate Past Chair is expelled, their Office shall remain vacant until the next Annual General Meeting.

Meetings of the Board

5.30 Unless otherwise determined by the Directors by Ordinary Resolution, the Directors shall meet together for the dispatch of business at least eight (8) times every year. Meetings of the Directors shall be held at the City of Calgary, in the Province of Alberta.

5.31 The Directors may, from time to time by Ordinary Resolution, make regulations in regard to the manner and time that notice shall be given of such meetings. A Director may waive formal notice of a meeting.

5.32 The Directors may from time to time by Ordinary Resolution appoint a regular time and place for meetings, and no further or other notice of such time and place other than the entry of such Ordinary Resolution upon the minutes of the meeting at which it was passed shall be necessary.

5.33 Immediately upon the conclusion of the Annual General Meeting, a meeting of the Directors shall be held and no notice of such meeting shall be necessary.

5.34 The Chair may at any time summon a meeting of the Directors. The Chair also calls a meeting if any two (2) Directors make a verbal or written request and state the business of the meeting.

Attendance via Tele-Communication

5.35 A Director may participate in a meeting of Directors by means of telephone or other means of communication that permit all persons participating in the meeting to hear each other if all of the Directors attending such meeting consent to the same. A Director participating in a meeting by such means shall be deemed to be present at such meeting, and will be noted in the minutes by means of attendance.

Chair of Directors' Meetings

5.36 If at any meeting of the Directors, the Chair is absent, or declines to act, the Directors present shall, by Ordinary Resolution, choose one of their numbers to be Chair of such meeting.

Quorum at Board Meetings

5.37 A quorum for a meeting of the Directors shall consist of a majority (50% plus 1) of the current Directors.

5.38 A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which are for the time being vested in or exercisable by the Directors.

5.39 If there is no quorum, regular business of the board may be discussed but no resolutions may be passed. The Chair will adjourn the meeting and arrange any resolutions for subsequent date when quorum can be achieved.

5.40 The Directors for the time being comprising the continuing Directors may act notwithstanding any vacancies in the Board provided that if the number of continuing Directors falls below 50% plus 1 and for so long as this situation shall prevail, the continuing Directors shall not act except for the purpose of filling vacancies or calling a General Meeting or Annual General Meeting of the Society.

Voting at Board Meetings

5.41 Questions and resolutions arising at any meeting of the Directors shall, except as otherwise required by these By-laws, be decided by Ordinary Resolution.

5.42 The Chair of a meeting of the Directors shall have one (1) vote.

5.43 The immediate Past Chair does not have a vote.

5.44 In the case of an equality of votes, the motion is defeated. The Chair of the meeting does not have a second or casting vote.

Conflict of Interest

5.45 Directors must decline their vote in the event that a conflict of interest arises.

5.46 A Director who is a member or shareholder of or employed by or otherwise interested directly or indirectly (in any way) in any sole proprietorship, partnership, syndicate, firm, institution, corporation or company contracting with, or interested in a proposed contract or arrangement with the Society, shall declare their interest at the meeting of Directors at which the question of entering into the contract or arrangement is first taken into consideration, or, if the Director is not at the date of that meeting interested in the proposed contract or arrangement, at the next meeting of the Directors held after he becomes so interested. In a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of Directors held after the Director becomes so interested.

5.47 In any case where a Director has disclosed either a specific or general interest:

5.47.1 he shall not, nor shall any sole proprietorship, partnership, syndicate, firm, institution, corporation or company in which the interest is disclosed be disqualified by reason of the interest from contracting or entering into an arrangement with the Society;

5.47.2 no such contract or arrangement shall be thereby avoided, and every such contract or arrangement shall be valid and binding on the parties thereto;

5.47.3 he shall not by reason only of holding the office of Director or the fiduciary relation thereby established be liable to account to the Society for any profit realized from any such contract or arrangement; and

5.47.4 he shall not be entitled to vote in respect of the contract or arrangement.

Written Resolution of All the Directors

5.48 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

Minutes

5.49 The Directors shall cause minutes to be duly entered in books provided for the purpose:

- 5.49.1 of all appointments of Officers;
- 5.49.2 of the names of the Directors present at each meeting of the Directors;
- 5.49.3 of all resolutions made by then Directors;
- 5.49.4 of all resolutions and proceedings of meetings of the Members.

5.50 Any such minutes of any meeting of the Directors, or of the Members if purporting to be signed by the Chair of the next succeeding meeting, shall be receivable on its face evidence of the matters stated in such minutes.

Attendance at Board Meetings by Individuals Who Are Not Directors

5.51 Meetings of the Board are open to Members of the Society but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

Rules of Order

5.52 The Directors may from time to time by Ordinary Resolution, adopt and/or make and alter rules of order to govern the proceedings at any meeting of Directors. In the event of conflict between any such rules of order and the provisions of these By-laws, the provisions of these By-laws shall govern.

Officers

5.53 The Directors may by Ordinary Resolution appoint such Officers of the Society (other than the Chair who is to be elected by the Members in accordance with these By-laws) as they may determine from time to time. Such Officers shall, save as otherwise provided herein, have such powers and duties as the Directors may determine or vary from time to time by Ordinary Resolution. The Officers of the Society are the Chair, Secretary, Treasurer or Secretary/Treasurer and the immediate Past Chair.

5.54 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the Chair, for the following year.

5.55 The Officers hold office until re-elected or until a successor is elected.

Duties of the Officers of the Society

5.56 The Chair:

- 5.56.1 is the Chief Officer of the Society;
- 5.56.2 presides at all meetings of the Society and the Board of Directors;
- 5.56.3 calls meetings of the Board;
- 5.56.4 is responsible for the overall direction of the Board;
- 5.56.5 is the main spokesperson for the Society;
- 5.56.6 is an ex-officio member of the committees of the Society;
- 5.56.7 carries out other duties as assigned by the Board.

5.57 The Secretary:

- 5.57.1 attends all meetings of the Society and the Board;
- 5.57.2 keeps accurate minutes of these meetings;
- 5.57.3 has charge of the Board's correspondence;
- 5.57.4 makes sure a record of names and addresses of all members of the Society is kept;
- 5.57.5 keeps the Seal of the Society;
- 5.57.6 makes sure all notices of various meetings are sent;
- 5.57.7 files the Annual Return, changes in the Directors of the organization, amendments in the by-laws, and other incorporating documents with the Corporate Registry;
- 5.57.8 carries out other duties as assigned by the Board.

5.58 The Treasurer:

- 5.58.1 makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- 5.58.2 Oversee the financial management and spending of monies;
- 5.58.3 makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- 5.58.4 makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General meeting;
- 5.58.5 carries out other duties as assigned by the Board.

5.59 The Secretary/Treasurer:

- 5.59.1 where the Board determines that such an office is required, combines the duties of Secretary and Treasurer as described in 5.58 and 5.59 above;
- 5.59.2 carries out other duties as assigned by the Board.

5.60 The Immediate Past-Chair:

- 5.60.1 acts in an advisory capacity to the Board; and
- 5.60.2 carries out other duties as assigned by the Board

Board Committees

5.61 The Board shall establish a Nominating Committee. The Nominating Committee shall consist of at least two (2) but not more than three (3) Directors.

5.62 The Nominating Committee is responsible for:

- 5.62.1 preparing a slate of nominees for each needed vacant Director position;
- 5.62.2 presenting its recommendations to the Annual General Meeting, or, to the Board in the case of filling a casual vacancy between AGM's; and
- 5.62.3 orienting new Board members.

5.63 The Directors may appoint from time to time by Ordinary Resolution, any other committees for such purposes and consisting of such persons as they may think fit, and may from time to time revoke and vary such appointments. Any committee appointed by the Directors as aforesaid, may perform such duties and exercise such powers as may be directed or delegated to it by the Directors from time to time by Ordinary Resolution but shall not exercise any powers other than those so directed or delegated.

5.64 A committee appointed by the Directors as aforesaid shall, in the exercise of its duties and powers conform to any restrictions and regulations which may from time to time by Ordinary Resolution of the Directors be imposed upon it.

5.65 A Director shall serve as Chair of any committees appointed by the Board of Directors.

5.66 Any committee appointed by the Directors as aforesaid, shall keep adequate records of its proceedings, actions and decisions and written minutes of its meetings; provided always however, that any action taken with the written approval of all members of a committee shall be as valid and effectual as if it had been approved at a meeting of the committee duly called and constituted.

Executive Director

5.67 The Board must hire an Executive Director to carry out assigned duties.

5.68 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting of the Directors.

5.69 The Executive Director acts as the administrative officer of the Board in:

- 5.69.1 attending Board and other meetings as required;
- 5.69.2 hiring, supervising, evaluating and releasing all other paid staff;
- 5.69.3 interpreting and applying the Board's policies;
- 5.69.4 keeping the Board informed about the affairs of the Society;
- 5.69.5 maintaining the Society's books;
- 5.69.6 preparing budgets for Board approval;

- 5.69.7 planning programs and services based on the Board's priorities; and
 5.69.8 carrying out other duties assigned by the Board.

ARTICLE 6

6. FINANCE AND EXECUTION OF DOCUMENTS

Registered Office of the Society

6.1 The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

Finance and Auditing

6.2 The fiscal year of the Society shall be April 1st to March 31st.

6.3 There shall be an audit of the books, accounts, and records of the Society at least once a year. A qualified accountant appointed at each Annual General Meeting shall do this audit.

6.4 The Members by Ordinary Resolution at each Annual General Meeting shall appoint one or more auditors (as required by the Societies Act) to hold office until the close of the next Annual General Meeting, and, if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

6.5 The Members, by Ordinary Resolution at a General Meeting, may remove any auditor before the expiration of their term of office, and shall by Ordinary Resolution at the meeting at which such resolution is passed appoint another auditor in their stead for the remainder of the term.

6.6 The remuneration of the auditor(s) shall be approved by the Directors from time to time by Ordinary Resolution.

6.7 At the Annual General Meeting of the Society, the Treasurer presents the financial statements of the Society, audited and signed by the auditor.

Banking Powers

6.8 The Directors may from time to time by Ordinary Resolution open one or more accounts for the Society, designate signing authority, and generally execute all documents or agreements and do all things incidental to or in connection with the transaction of the Society's business with any bank, trust company or other depository.

Cheques and Contracts of the Society

6.9 The Officers designated by the Board shall sign all cheques drawn on the monies of the Society. Two authorized signatures are required on all cheques. The Executive Director may not sign their own cheque or make any payments out to themselves.

6.10 Until otherwise determined by the Board from time to time by Ordinary Resolution, the Chair of the Society for the time being with any one (1) other Director or Executive Director, are authorized to execute any and all documents, agreements, obligations and instruments for and on behalf of and in the name of the Society; provided that any one (1) appointed Director is authorized to execute any unilateral certificate or other written statement of fact given by the Society.

Keeping and Inspection of the Books and Records of the Society

6.11 The Directors shall cause proper books of account and accounting records to be kept of all financial and other transactions of the Society including without limiting the generality of the foregoing, records and particulars of all sums of money received and disbursed and all purchases by the Society; and all assets and liabilities and all activities and operations of the Society, as required by the Bylaws, the Societies Act, or any other statute or laws.

6.12 The books of account shall be kept at the Registered Office of the Society or at such other place or places as the Directors may by Ordinary Resolution determine from time to time, and shall always be open to the inspection of the Directors.

6.13 The Directors shall from time to time by Ordinary Resolution determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Society, or any of them, shall be open to the inspection of Full Members not being Directors. No Associate Members other than the Executive Director of the Calgary SouthWest Communities Resource Centre shall have any right of inspection of any account or book or document of the Society except as conferred by law or authorized from time to time by the Directors by Ordinary Resolution or by the Full Members by Ordinary Resolution in any General Meeting.

Borrowing Powers

6.14 Subject to a future Special Resolution of the Members and the provisions of the Societies Act, the Directors are not authorized:

- 6.14.1 to borrow money and obtain advances upon the credit of the Society, from any bank, corporation, firm or person, upon such terms, to such an extent and in such manner as it, in its discretion, may deem expedient;
- 6.14.2 to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as it may deem expedient;
- 6.14.3 to hypothecate, mortgage, charge, pledge, cede and transfer the property, undertaking and rights, real or personal, movable or immovable or mixed, of the Society now owned or hereafter acquired, or both, to secure any debentures or other securities or any money borrowed or any other liability of the Society;
- 6.14.4 as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Society, to any bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge and give to any bank, corporation, firm or person any or all of the Society's property, real or personal, movable or

immovable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give security under the Bank Act for any indebtedness contracted or to be contracted; or

- 6.14.5 to raise and assist in raising money for and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any individual or partnership or any other company and to guarantee the performance or fulfilment of any contracts or obligations of any such individual, partnership or company.

Remuneration

6.15 The Society shall carry out its activities without purpose of gain for its members, and any profits or other accretions to the Society shall be used solely to promote its objectives.

6.16 No Director or Officer of the Society shall receive any remuneration for their services.

6.17 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

ARTICLE 7

7. OTHER DELEGATION BY THE BOARD

7.3 The Directors may from time to time by Ordinary Resolution appoint such agents and authorize the employment of other persons as it deems necessary to carry out the objects of the Society, and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Directors by Ordinary Resolution.

7.4 In case of the absence or inability to act of any agent or employee of the Society, or for any reason that the Directors may deem sufficient, the Directors may by Ordinary Resolution delegate all or any of the powers of such person or persons to any other person or persons, who they might think fit, from time to time.

ARTICLE 8

8. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

8.3 No Director or Officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or agent or employee of the Society, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies,

securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto, unless the same shall happen as a consequence of such Director or Officer in the circumstances not exercising the degree of care and skill required by law or unless the same shall happen by or through their own wrongful or willful act.

8.4 Except in respect of an action by or on behalf of the Society to procure a judgement in its favour, and unless otherwise prohibited at law, the Society may indemnify a Director or Officer of the Society, a former Director or Officer of the Society, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by Them in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society:

- 8.4.1 if the same did not happen or occur as a consequence of such Director or Officer in the circumstances not exercising the degree of care and skill required by law, or if the same did not happen or occur by or through such Director's or Officer's own wrongful or willful act;
- 8.4.2 if that Director or Officer was substantially successful on the merits in their defense of the action or proceeding;
- 8.4.3 if that Director or Officer is fairly and reasonably entitled to indemnity; and
- 8.4.4 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that their conduct was lawful.

8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 9

9. AMENDMENT OF BY-LAWS

9.3 These Bylaws may be cancelled, altered, or added to by Special Resolution at any Annual General Meeting or General Meeting of the Society.

9.4 The twenty-one (21) days' notice of the Annual General Meeting or General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

9.5 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 10

10. DISSOLUTION, WINDING-UP, AND APPLICATION OF PROFITS

10.3 The profits, if any, and other income or accretions to the Society shall be applied only in promotion of its objects. No dividend to its Members shall be declared or paid and no part of the income or property of the Society shall be payable to, available for the personal benefit of, or otherwise distributed to its Members.

10.4 In the event of the dissolution or winding-up of the Society, all of its remaining assets after payment of its liabilities shall be distributed to one or more eligible donees, as described in paragraph 149.1 (I) of the Income Tax Act. Recipient is to be within Calgary, Alberta as determined by the members of the Society by Ordinary Resolution at a General Meeting.

ENACTED AND MADE this day of , 2019

Board Chair, SWCRC