



**JEWISH FAMILY SERVICE CALGARY**  
**BYLAWS**

(revised July 2020)

**JEWISH FAMILY SERVICE CALGARY BYLAWS**

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## ARTICLE I - NAME

1. The name of the society shall be: “**JEWISH FAMILY SERVICE CALGARY**” or in shortened form “**JFSC**” (collectively, the “**Society**”).

## ARTICLE II – INTERPRETATION

### Definitions

2. In these Bylaws:
  - (a) “**Act**” means the *Societies Act (Alberta)*, RSA 2000 c S-14, as may be amended or replaced from time to time;
  - (b) “**Alberta College of Social Workers**” means the regulatory body for the profession of social work in Alberta whose regulatory obligations are legislated under the *Health Professions Act*, RSA 2000 c H-7;
  - (c) “**Annual General Meeting**” means the annual general meeting of the Members required pursuant to the Act, as set out in Section 5.1;
  - (d) “**Annual Period**” means the twelve (12) month period commencing on and including April 1<sup>st</sup> of each year and expiring on and including March 31<sup>st</sup> of each year;
  - (e) “**Articles**” means the Articles of Incorporation or the Articles of Continuance of the Society as the case may be, as from time to time amended, supplemented or restated;
  - (f) “**Audit**” means that once per Annual Period, the Treasurer or Finance Committee shall organize an audit of the books of the Society which shall be performed by the Auditor;
  - (g) “**Auditor(s)**” means the chartered professional accountant selected by the Treasurer or Finance Committee to perform the Audit;
  - (h) “**Board of Directors**” or “**Board**” shall mean the board of directors of the Society;
  - (i) “**Board Meeting**” means regular meetings of the Board of Directors;
  - (j) “**Board Policy Manual**” means a document prepared and approved by the Board, as amended from time to time, that defines the policies and procedures of the Board and its Committees and provides clarity to the Board and the Society as to the Board’s authority, responsibility, and accountabilities, as well as setting executive limitations and outlining the relationship between the Board and the Executive Director;
  - (k) “**Bylaws**” means these Bylaws of the Society as amended from time to time;

- (l) **“Calgary Jewish Federation”** also known as **“CJF”** means the registered charity and public foundation (registered as 830002861 RR 0001) that is the central coordinating agency for Calgary's Jewish community. CJF allocates financial and volunteer resources to qualified donees and provides programming and support for the vulnerable, and other activities aligned with its approved charitable purpose;
- (m) **“Chair”** means the chairperson of the Board of Directors, is an Officer of the Society, and has the powers and duties ascribed herein and set out in Section 7.3;
- (n) **“Committee”** means the subgroups consisting of the Society’s Board or its Members set out and described in Article 8 herein and includes without limitation the Governance Committee and Finance Committee;
- (o) **“Director”** means a member of the Board of Directors;
- (p) **“Electronic Means”** means a process for sending and receiving messages electronically over a computer or through teleconferencing technology and includes, without limitation any telephonic, electronic, or other communication facility at such person’s recorded address for that purpose;
- (q) **“Executive Director”** means the individual hired by the Board of Directors whose duties and obligations are set out in Article 9 herein;
- (r) **“Fees”** means the annual membership fee payable to the Society by its Membership;
- (s) **“Finance Committee”** means the committee set out and described in Section 8.4 herein;
- (t) **“Governance Committee”** means the committee set out and described in Section 8.3 herein;
- (u) **“JFSC”** means Jewish Family Services Calgary or the Society;
- (v) **“Notice”** means the method of notice described in Article 14 herein;
- (w) **“Member”** means any individual residing in the City of Calgary or surrounding area, who contributes such Fees or donations required to become a member as will be determined from time to time by the Board of Directors of the Society;
- (x) **“Officers”** means the Directors described in Article 7 and consisting of a Chair, a Vice-Chair, a Secretary, a Treasurer, and an immediate Past-Chair;
- (y) **“Past-Chair”** is an Officer of the Society and has the powers and duties ascribed herein and set out in Section 7.5;

- (z) **“Secretary”** is an Officer of the Society and has the powers and duties ascribed herein and set out in Section 7.6;
- (aa) **“Seal”** is the corporate Seal of the Society as set out in Article 13 herein;
- (bb) **“Special General Meeting”** means a meeting of the Members other than the Annual General Meeting;
- (cc) **“Ad Hoc Board Meeting”** means a meeting of the Board other than a Board Meeting;
- (dd) **“Special Resolution”** means:
  - (i) A resolution passed:
    - A. at the Annual General Meeting or Special General Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
    - B. by the vote of not less than 75% of those Voting Members who, if entitled to do so, vote in person or (if applicable) in the alternate acceptable medium as described in advance by the Board in the meeting Notice
  - (ii) A resolution proposed and passed as a special resolution at the Annual General Meeting or Special General Meeting of which less than 21 days’ notice has been given, if all the Voting Members entitled to attend and vote at the Annual General Meeting or Special General Meeting so agree, or
  - (iii) A resolution consented to in writing by all the Voting Members who would have been entitled at the Annual General Meeting or Special General Meeting to vote on the resolution in person or (if applicable) in the alternate acceptable medium as described in advance by the Board in the meeting Notice;
- (ee) **“Treasurer”** is an Officer of the Society and has the powers and duties ascribed herein and set out in Section 7.7;
- (ff) **“Vice-Chair”** is an Officer of the Society and has the powers and duties ascribed herein and set out in Section 7.4; and
- (gg) **“Voting Member”** means a Member who has the right to vote, as set out in Section 5.6 herein.

### **Interpretation**

2. Unless the context of a particular provision of this Constitution and Bylaws otherwise requires, the use of the singular shall include the plural and the masculine gender shall include the feminine and vice-versa.
3. The headings used in the Bylaws are inserted for convenience of reference only. The headings are not to be considered or taken into account in construing the terms of the Bylaws nor are they to be deemed in any way to clarify, modify or explain the effect of any term of the Bylaws.
4. Terms not otherwise defined herein shall have the same meaning ascribed to them in the *Act*.

### **ARTICLE III – ADDRESS**

5. The address of the Society shall be in the City of Calgary, Alberta or at such address in the Province of Alberta, as the Board of Directors shall designate from time to time.

### **ARTICLE IV – MEMBERSHIP**

6. Membership shall be for one (1) year from the date of the Annual General Meeting to the next Annual General Meeting.
7. Any Member wishing to withdraw from membership may do so by delivering to the Secretary of the Society a notice in writing of withdrawal from membership.
8. If any Member is in arrears in any given year, such Member may be automatically suspended from membership of the Society. Any Member may also be suspended upon a 2/3 vote (of votes cast) of the Board of Directors. Suspended Members have no membership privileges or powers until reinstated. Any Member upon majority vote of all Members in good standing may be expelled from membership for any cause that the Society may deem reasonable.
9. Notwithstanding anything herein, the Board of Directors may admit Honorary, Life, and other Members at its discretion.

### **ARTICLE V – MEETINGS**

#### **Annual General Meeting**

10. The Society shall hold an Annual General Meeting of the Society once in each calendar year, at such time and place as the Board of Directors shall determine (including by Electronic Means), to provide a Board of Directors for the ensuing year by election, as hereinafter provided, to receive reports and to transact such other business as may be presented.

### **Notice of Annual General Meeting**

11. Notice of Annual General Meetings of the Society shall be given to the Members by Notice of such meeting, in one or of the following manners, including without limitation:

- (i) A newspaper published in the City of Calgary, Alberta;
- (ii) Posting on the JFSC website; or
- (iii) Through distribution by Electronic Means,

not less than seven (7) days prior to the date of such meeting, and not less than twenty-one (21) days if a special resolution is involved, specifying the time and place at which such meeting is to be held and the nature of the business to be conducted thereat, and the context of any Special Resolution to be presented to the Members. A Quorum shall be ten (10) Members for the Annual General Meeting. Any irregularities concerning the Notice of an AGM or Special General Meeting, an involuntary omission to give Notice or the fact that the Notice is not received by a Member does not affect the validity of the meeting or of a resolution adopted during the meeting.

### **Special General Meetings**

3. Special General Meetings may be called by the Board of Directors and held at such time and place as the Board of Directors shall determine (including by Electronic Means). Notice of a Special General Meeting of the Society shall be given to the Members (by Electronic Means, telephone, or letter postmarked) not less than twenty-one (21) days prior to any Special General Meeting. Quorum for a Special General Meeting shall be ten (10) Members of the Society.

### **Board Meetings**

4. Board Meetings will be held by the Board of Directors a minimum of nine (9) times in an Annual Period. Quorum for a Board Meeting shall be five (5) Directors. Board Meetings shall be held at the principal business office of the Society, or at such other place as may be specified by the Board (including by Electronic Means). At least seven (7) days' Notice by mail, or two (2) days' Notice by electronic means or telephone, of all Board Meetings shall be given.

### **Ad Hoc Board Meetings**

5. *Ad Hoc* Board Meetings of the Board of Directors shall be held whenever called by either the Chair, five (5) Directors, or by a majority of the Governance Committee, and shall be held at the principal business office of the Society, or at such other place as may be specified by the Board (including by Electronic Means). At least seven (7) days' Notice by mail, or two (2) days' Notice by electronic means or telephone, of all *Ad Hoc* Board Meetings of the Board shall be given. Any such notice for a *Ad Hoc* Board Meeting shall distinctly state the purpose of the meeting, and no business other than that stated in the Notice of the meeting shall be transacted at any *Ad Hoc* Board Meeting of the Board;

### **Voting**

6. Any Member who has not withdrawn from membership, nor been suspended, as herein provided shall have the right to vote as a Voting Member at any Special General Meeting or any Annual General Meeting of the Society. Each Voting Member shall be entitled to one (1) vote on any matter which properly comes before any Special General Meeting or any Annual General Meeting of the Society. Such votes must be made in person or (if applicable) in the alternate acceptable medium as described in advance by the Board in the meeting Notice.

## **ARTICLE VI – BOARD OF DIRECTORS**

7. All those elected to the Board of Directors must be Members of this Society.
8. The Board of Directors shall manage or supervise the management of all affairs of the Society and shall adopt and carry out all measures necessary and proper to further the objectives for which this Society has been organized. The Board of Directors shall have and possess all the powers legally possessed by the Society. The Board of Directors shall consist of not less than nine (9) individuals or more than fifteen (15) individuals, who, when elected, shall hold office for two years as a Director. The two-year terms shall be staggered so that approximately half of the Board positions come to term each year.
9. Five (5) members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors. If there is no quorum, the Directors present may adjourn the meeting until a quorum is secured.

10. Each Director present shall be entitled to one (1) vote on any matter which properly comes before the Board at a Board Meeting or *Ad Hoc* Board Meeting.
11. Electronic Means are satisfactory means for a Director's participation and voting in the quorum.
12. Failure on the part of a Director to attend three (3) consecutive Board Meetings would be considered the resignation of such Director upon a resolution to that effect being passed by the Board of Directors. However, this rule may be waived at the discretion of the Board of Directors.
13. In the event of a vacancy in the minimum number of members of the Board of Directors, the Governance Committee shall promptly nominate a replacement, such nomination to be presented at the next meeting of the Board of Directors, at which time the Board of Directors shall act upon such nomination. The Governance Committee shall present its report in writing to the Chair at least five (5) days prior to said meeting. Any replacement duly elected shall serve until the completion of the term of the Director whose vacancy said replacement has filled.
14. At any meeting of the Board of Directors for which advance written notice has been given specifying this as a purpose of the meeting, any Director may, by the vote of two-thirds (2/3) of the total votes at the duly constituted meeting, be removed from office, with cause, and another may be appointed in the place of the person so removed, to serve for the remainder of that Director's term.
15. Members of the Board of Directors shall not receive any honoraria or other compensation for serving the Society as members of the Board of Directors, its Committees, or as Officers. Members of the Board of Directors may, however, be reimbursed for duly authorized expenditures incurred on behalf of the Society.
16. The Board of Directors or members of their family shall not be favoured in applying for or receiving any services of the agency.

### **Qualifications of Directors**

17. Each Director shall:
  - (a) Be an individual of at least eighteen (18) years of age;
  - (b) Be a Member in good standing of the Society;
  - (c) Not have been declared incapable by a court in Canada or in another country;
  - (d) Not have the status of being bankrupt; and
  - (e) Be a resident in Alberta.

## ARTICLE VII – OFFICERS

18. The Officers of the Society shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and an immediate Past-Chair.
19. The Officers of the Society shall be elected for a term of two (2) years from the membership of the Board of Directors. Each such Officer shall hold office for the designated two (2) years and thereafter until his/her successor is elected and qualified, or until his/her death, resignation or removal with or without cause. The Board of Directors may elect additional Officers and they shall hold office until each such Officer's successor is elected and qualified or until his death, resignation or removal with or without cause.

### **The Chair**

20. The Chair's duties and responsibility are to direct and maintain the integrity of the Board of Directors' process and to represent the Board of Directors to outside parties. The Chair is the only Director authorized to speak for the Board of Directors, other than in specifically authorized instances. The Chair shall preside at all meetings of the Board of Directors and of the Society, and, in addition to any other duties specified in the Board Policy Manual and these Bylaws. The Chair shall be an *ex-officio* member of all standing and *ad hoc* Committees and shall appoint standing and temporary Committees, and shall have the right to appoint the Society's representatives to one or more of the constituent agencies of the associated and community agencies and shall have such powers and duties from time to time be assigned to him/her by the Board of Directors.

### **The Vice-Chair**

21. The position of the Vice-Chair is one of learning the policy and operation of the agency and of the agency and Board of Directors, in order to carry out the duties of Chair in future, or to take the place of the current Chair when required. The Vice-Chair shall perform the duties of the Chair in their absence and shall assist the Chair in chairing committees and in such other manner as requested. The Vice-Chair shall attend Governance Committee meetings as a voting member.

### **The Past-Chair**

22. The position of the Past-Chair is one of guidance. It is the duty of the Past-Chair to attend Board Meetings and *Ad Hoc* Board Meetings to vote and to provide background information and counsel to the Board and to aid in the decision-making process of the Board. The Past-Chair may attend Governance Meetings as a voting member when requested by the Governance Committee. In the event of the death, resignation, absence, inability or refusal of the Chair and Vice-Chair to discharge the duties of their office, the Past-Chair shall be appointed by the Board and preside in place of the Chair and Vice-Chair for the remainder of their term.

### **The Secretary**

23. The Secretary is responsible for the keeping of accurate minutes of Board Meetings and *Ad Hoc* Board Meetings. In case of the absence of the Secretary, their duties shall be discharged by such Director as may be appointed by the Board. The Secretary may have charge of all the correspondence of the Society and be under the direction of the Chair and the Board.

### **The Treasurer**

24. The responsibility of the Treasurer shall be to monitor the financial operation of the Society (as delegated by the Board) and to report to the Board the findings of the Finance Committee. The Treasurer is to attend *Ad Hoc* Board Meetings and Board Meetings, and to report to the community at the Annual General Meeting the financial status of the Society. The Treasurer is tasked with assisting the Executive Director, as requested, to meet the funding, financial, and operational needs of the Society and to mitigate financial, funding, and other risks to the Society. The Treasurer shall perform such other duties as the Board or a Committee of the Board may designate from time to time.

### **ARTICLE VIII – COMMITTEES**

25. The Chair shall appoint the members and the committee chairs of such standing Committees of the Board annually. Should the Chair or the Board of Directors deem other committees to be necessary or proper, the Chair or the Board of Directors (as the case may be) shall define the duties of such committees. The Board, from time to time, may modify the functions and responsibilities of any one or more of the Committees.
26. The standing Committees of the Society shall be the Governance Committee and the Finance Committee as particularized in this Article.

### **Governance Committee**

27. There shall be a Governance Committee of the Board which shall consist of the Chair and Vice-Chair of the Society plus up to three (3) members of the Board appointed by the Chair with the approval of the Officers. The Governance Committee shall:
  - (a) Have the power to manage or supervise the management of the affairs of the Society in the interim between meetings of the Board of Directors with respect to any urgent need, but where action can appropriately be postponed, the recommendation of the Governance Committee shall be reported to the Board of Directors for ratification or other appropriate action. When immediate action is necessary, such action is to be reported back to the Board at the following Board Meeting. At any meeting of the Governance Committee, quorum for the transaction of business is established when a majority number of the total number of members of the Governance Committee is in attendance. Each member present shall be entitled to one (1) vote on any matter which properly comes before the meeting. The action of a majority of the members present at a meeting at which a quorum is present is sufficient to approve any matter which

properly comes before the meeting. *Ad hoc* meetings of the Governance Committee may be called by any member thereof on one (1) days' Notice of the other members thereof. The Governance Committee shall adhere and comply with its purpose and mandate as outlined in the Board Policy Manual as may be amended from time to time;

From time to time and when required, locate and recommend candidates for Board membership. Other nominations for Directors may be made by any Director in writing, such nominations to be delivered to the Chair at least fifteen (15) days before the date set for the next Board Meeting; and

- (b) Nominate candidates for Officers to be presented at the next Annual General Meeting. Nominations for Officers shall be presented to the Chair at least thirty (30) days before the date set for the next Annual General Meeting, and the Chair, at his discretion, shall communicate those nominations as follows:
  - (i) Via mail or Electronic Means to each Member;
  - (ii) Published in one or more newspapers, periodicals or the JFSC, or other community website; or
  - (iii) Announced at the Annual General Meeting.

#### **Finance Committee**

- 4. There shall be a Finance Committee of the Board which shall consist of a minimum of three (3) committee members. The Finance Committee shall:
  - (a) oversee the Society's short-term financial obligations (as they become due);
  - (b) oversee the Society's long-term strategic goals to support adequate sustainable funding for prospects and growth;
  - (c) oversee the Audit and make recommendations for the appointment of the external Auditor; and
  - (d) act in accordance with its purpose and mandate as outlined in the Board Policy Manual as may be amended from time to time.

#### **ARTICLE IX – EXECUTIVE DIRECTOR**

- 5. The Board of Directors shall hire an Executive Director whose remuneration shall be fixed by the Board of Directors.
- 6. The Executive Director shall:
  - (a) Have the responsibility for administering the Society's programs and day-to-day operations;

- (b) Have the authority to employ and discharge all members of the staff;
- (c) Act consistently with the Society's mission, goals, and policies as described in the Board Policy Manual as amended from time to time; and
- (d) Comply fully with all Executive Limitations as set out in the Board Policy Manual as amended from time to time.

#### **ARTICLE X – MEMORIALS**

- 7. All devices, bequests, trusts and memorials heretofore granted to the Society shall be, and become, the property of this Society, and shall be held and conserved by this Society, and the wills and directors of the various donors of such devices, bequests, trusts and memorials shall be fully respected.

#### **ARTICLE XI – BORROWING POWERS**

- 8. The Board is empowered to exercise on behalf of the Society all borrowing powers conferred on the Society by the *Act*, as it may be amended from time to time, without authorization of the members, except as may be required by the *Act*.

#### **ARTICLE XII – AUDITING**

- 9. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant, appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal period of the Society is April 1<sup>st</sup> to March 31<sup>st</sup> of the ensuing year.
- 10. The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Director of the Board shall, at all times, have access to such books of accounts and the relating records subject to the Alberta College of Social Workers' Code of Ethics.

#### **ARTICLE XIII – SEAL AND EXECUTION OF DOCUMENTS**

- 11. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the Executive Director or a Director nominated by the Board for that purpose and subject to Executive Limitations defined by the Board Policy Manual. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Authority to sign cheques shall be defined by the Executive Limitations as outlined in the Board Policy Manual. The Board of Directors shall have power, from time to time, to appoint any Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

12. The Seal of the Society shall be in the custody of the Secretary or Executive Director and may, when required, be affixed to contracts, documents and instruments in writing, signed as aforesaid by the Chair or Vice-Chair, or the Treasurer and the Executive Director.

#### **ARTICLE XIV – NOTICES**

13. Any notice to be sent or delivered under these Bylaws shall be delivered personally or sent by prepaid mail, faxed or emailed to the addressee at the latest address or email address known to the Society. A notice shall be deemed to be given when it is delivered personally; or if mailed when deposited in a public letterbox; and if by fax or email when dispatched.
14. Accidental omission to give notice or non-receipt of notice shall not invalidate any action taken at any meeting otherwise validly held.

#### **ARTICLE XV – AMENDMENTS**

15. The Bylaws of the Society may be amended, rescinded or added to by a Special Resolution of the members in accordance with the applicable provisions of the Act.

#### **ARTICLE XVI – ELECTRONIC MEANS**

16. Electronic Means may be used for:
  - (a) Conducting Annual General Meetings, Special General Meetings, Board Meetings, *Ad Hoc* Board Meeting, and any other meetings required to fulfil the roles of the Board;
  - (b) Sending Notices;
  - (c) Voting; and
  - (d) Counting and recording votes.

#### **ARTICLE XVII – WINDING UP OR DISSOLUTION**

17. The Society shall not be dissolved other than by a resolution by a Special General Meeting of the members of the Society, upon which advance notice has been given in the newspaper in adequate format, at least twenty-one (21) days prior to such meeting, stating the resolution that will be brought before the meeting. A majority of no less Seventy Five Percent (75%), but no less than twenty (20) votes will be required for approval of the dissolution of the Society.
18. In the event of dissolution or winding up of the Society, all remaining assets will be distributed to Calgary Jewish Federation. In addition, the Board of Directors of the Society may determine other charitable organizations as beneficiaries of remaining assets as well.

The Society's Bylaws are adopted in whole by the Board of Directors on \_\_\_\_\_,  
2020.

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Chair

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Vice-Chair