



FAMILY AND COMMUNITY SUPPORT SERVICES ASSOCIATION OF ALBERTA

BYLAWS

NOVEMBER 2018

THE FAMILY AND COMMUNITY SUPPORT SERVICES ASSOCIATION OF ALBERTA

1. The Family and Community Support Services Association of Alberta is a partnership of Family and Community Support Services Programs in Alberta, based on our common beliefs in:
 - a) the value of prevention as a means of optimizing individual and community development;
 - b) the importance of voluntarism and volunteers to create and nurture healthy and productive communities;
 - c) the benefit to local communities and municipalities of mutual support and co-operation;
 - d) the need and value of creating and sustaining open communications with and among each other;
 - e) the need to collaborate in the research and analysis of social concerns;
 - f) the importance of local autonomy for determining local service needs, priorities and delivery mechanisms.

2. The Family and Community Support Services Association of Alberta is a non-partisan Association and has the following objects:
 - a) To strengthen and maintain a structured system of networking and sharing of information and expertise amongst communities, boards and staff.
 - b) To investigate and pursue common issues and concerns affecting municipal preventive social programs and of the Boards and other groups duly appointed by a Local Authority to administer such programs.
 - c) To advocate on behalf of local communities and programs to the general public, municipal governments, regional service/governance bodies, provincial agencies and authorities and national agencies and authorities.
 - d) To provide orientation and education to individuals, communities, boards and staff via conferences, training events and newsletters.
 - e) To provide assistance regarding concerns or issues of a local or regional nature, where possible, and when specifically requested, to individual FCSS Boards or other groups duly appointed by Local Authorities to provide preventive social programs.
 - f) To develop critical tools to assist communities and programs to meet local mandates and needs.

3. The operations of the Association are to be chiefly carried on in the Province of Alberta.

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BYLAWS

1 DEFINITIONS

- 1.1 In these Bylaws the words and phrases listed in this Article have the meanings associated with them as follows:
- 1.1.1 *Act* means *Family and Community Support Services Act*, R.S.A. 2000 c-F-3, as amended;
 - 1.1.2 *Associate Member* means a person qualifying under Article 2.2;
 - 1.1.3 *Association* means the *Family and Community Support Services Association of Alberta* regulated by these Bylaws;
 - 1.1.4 *Association Board* means the Board of Directors of the Association, and Board of Directors has the same meaning, and Director means a member of the Association Board;
 - 1.1.5 *Day* means calendar day;
 - 1.1.6 *Directors' Network* means the affiliation of staff providing administration for Programs;
 - 1.1.7 *FCSS Board* means any board or authority appointed by a Municipality to advise, manage or operate a Program;
 - 1.1.8 *Good Standing* means having paid the annual fee for the year in which the fee is due;
 - 1.1.9 *Member* means an FCSS Board having paid the annual fee as provided by Article 2.1;
 - 1.1.10 *Municipality* has the meaning given to it by the *Act*;
 - 1.1.11 *Program* means a family and community support services program and has the same meaning as in the *Act*;

2 MEMBERSHIP, MEMBERSHIP FEE, EXPULSION AND WITHDRAWAL

- 2.1 Every FCSS Board is entitled to membership in the Association on payment of the annual fee set by the Association Board. Each Member is entitled to attend and vote at all meetings of the Association.
- 2.2 Other groups, organizations, government departments, corporations and individuals who are broadly involved in preventive social programming, as determined by the Association Board, and subscribe to the objects of the Association are entitled to be Associate Members in the Association on payment of the annual fee set by the Association Board. Associate Members have the right to attend and speak at all meetings of the Association but do not have the right to vote.
- 2.3 Membership and Associate Membership in the Association is from September 1 to August 31. All rights of membership end on November 1 in any year unless the fees for that membership year have been paid.
- 2.4 Any Member or Associate Member wishing to withdraw from membership in the Association must notify the President of the Association in writing.

- 2.5 The voting Members, by a resolution passed by a majority of those Members and at a meeting called for that purpose, may cancel the membership of a Member.

3 REGIONS

- 3.1 For the purposes of establishing regions within the Association, Alberta is divided into regions entitled Northwest, Northeast, West Central, East Central, South, Yellowhead, Edmonton-Evergreen and Calgary-Bow River, and outlined on Schedule "A" to these Bylaws.
- 3.2 For the purposes of promoting the best interests of the Association, the Board may propose to increase the number of regions or adjust the boundaries of any region, provided that prior to any proposed changes becoming effective, at least thirty (30) days written notice of the proposal is given to all Members and proposed changes are to be approved by the membership at the Annual Meeting. Notice can be given to each Member by regular mail, electronic mail, telephone, facsimile or in person and by any of these means, notice is deemed given when transmitted.
- 3.3 Member FCSS Boards may request a change in the region of which they are associated by submitting a resolution to be presented at the Annual General Meeting.

4 PROVINCIAL ASSOCIATION BOARD AND EXECUTIVE

4.1 Provincial Association Board

- 4.1.1 The Members of the Board of Directors consists of the following representatives:

- 4.1.1.1 those people elected from or appointed by the Regions as follows:

4.1.1.1.1 One representative from each of the Northwest, Northeast, West Central, East Central, South and Yellowhead regions;

4.1.1.1.2 One representative from the Edmonton area of the Edmonton-Evergreen region;

4.1.1.1.3 One representative from the Evergreen area of the Edmonton-Evergreen region;

4.1.1.1.4 One representative from the Calgary area of the Calgary-Bow River region;

4.1.1.1.5 One representative from the Bow River area of the Calgary-Bow River region;

- 4.1.2 Up to four people elected or appointed by the Directors' Network Committee;

- 4.1.3 The President.

4.2 Eligibility

- 4.2.1 The President and each regional representative on the Association Board must be on an FCSS Board that is an Association member in good standing.

- 4.2.2 Each representative of the Directors' Network must be an employee of a Municipality or FCSS Board that is an Association member in good standing.

4.3 **Election and Appointment of Board Members**

- 4.3.1 The President is elected at the Annual Meeting by voting delegates.
- 4.3.2 Each of the candidates for the position of President must be nominated by one Member from the floor of the Annual Meeting. The Member making the nomination has no more than two minutes to speak to the nomination.
- 4.3.3 Each candidate for the position of President has up to five minutes to speak in response to the nomination. The order of speaking is determined by a drawing of lots by the person presiding over the election.
- 4.3.4 Representatives from the Regions are elected or appointed at Regional meetings whenever held, at which those Members present from the particular region may nominate and vote on the election of representatives for their respective region.
- 4.3.5 The representatives of Directors' Network Committee shall be nominated prior to the Annual General Meeting. These nominations will be ratified by the Board of Directors at their first meeting following the Annual General Meeting.
- 4.3.6 Members of the Association Board serve one year, or until their successors are elected or appointed.

4.4 **Executive**

- 4.4.1 The Association Board has an Executive Committee of the President, Vice President, Secretary and Treasurer, which Executive Committee assumes office at the close of the first meeting.
- 4.4.2 The Vice President is elected from the regional representatives of the Association Board at the first meeting of Association Board held after the Annual Meeting.
- 4.4.3 The Secretary and Treasurer are elected from the regional representatives and the FCSS Directors' Network representatives of the Association Board at the first meeting of Association Board held after the Annual Meeting.
- 4.4.4 It is expected that members of the Executive Committee, while drawing on their own experience, will represent the interests of all Members when dealing with Association business.

4.5 **President**

- 4.5.1 The President convenes and chairs Association Board meetings and other meetings of the Association, and generally oversees the direction and operation of the Association.

4.6 **Vice President**

- 4.6.1 The Vice President serves in the same capacity as the President in that person's absence.

4.7 Secretary

4.7.1 The Secretary is responsible:

- 4.7.1.1 to ensure that minutes of Association Board meetings and Members' meetings are taken, are accurate and distributed to each Association Board member;
- 4.7.1.2 to receive and present correspondence reports;
- 4.7.1.3 to assist the Executive Committee in drawing up agendas and in making arrangements for the Annual Meeting;
- 4.7.1.4 to arrange that a record is kept of all of the Members and Directors of the Association with their telephone numbers and addresses, together with any facsimile numbers and electronic mail addresses the Member or Director might choose to provide; and
- 4.7.1.5 to send all notices of meetings of the Association Board and Members as might be required.

4.8 Treasurer

4.8.1 The duties of the Treasurer shall be:

- 4.8.1.1 to oversee all Association financial affairs, under the direction of the Association Board;
 - 4.8.1.2 to ensure that periodic financial statements are provided to the Association Board for approval;
 - 4.8.1.3 to present to the Annual Meeting for information, the Budget as prepared by the Association Board; and
 - 4.8.1.4 to ensure that a financial report, audited by an Auditor appointed by the membership, shall be prepared and presented to the regular Annual Meeting for approval by the membership.
- 4.8.2 A member may request an appointment to inspect the books and records of the Association on seventy-two (72) hours notice.

4.9 Quorum

4.9.1 The quorum of the Association Board is nine determined at the commencement of the meeting.

4.10 Voting by Members of the Association Board

4.10.1 Each member of the Association Board has one vote at all Board meetings.

4.11 Management of Business

- 4.11.1 Subject to any express limitation in the Bylaws or to resolutions of Members' Meetings, the Association Board is charged with the management of the business and affairs of the Association. Meetings of the Association Board can be held as often as the business of the Association requires as called by the President.
- 4.11.2 It is expected that members of the Association Board will use their own experience, but will represent the interests of all Members when dealing with Association business.

4.12 Special Meetings of the Association Board

- 4.12.1 A Special Meeting of the Association Board can be called on the written request of four Directors to the President to call, which request must specify the business to be brought before the meeting.
- 4.12.2 Special Meetings of the Association Board require ten days (10) written notice be given to each Member by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

4.13 Committees of the Board

- 4.13.1 The Association Board may appoint Committees to perform duties delegated by the Association Board. The President is an ex-officio member of all committees.

4.14 Vacancies

- 4.14.1 In the event that:
 - 4.14.1.1 a Director of the Association Board ceases to be a member of an FCSS Board, on the recommendation of the Region where the vacancy occurred, the Association Board has the power to appoint a person to fill the vacancy; and
 - 4.14.1.2 where the President ceases to be a member of an FCSS Board, the Vice President assumes the office of President, and a new Vice President is to be elected from the Association Board; and
 - 4.14.1.3 where the office of Vice President is vacated, the Association Board will elect a replacement from those individuals elected or appointed in accordance with Article 4.4.2.

4.15 Removal from Office

- 4.15.1 Any Director or Officer may be removed from office for any cause which the Association Board determines by majority vote of all Directors, acting reasonably.

4.16 Withdrawal from Association Board

- 4.16.1 In the event that a member of the Association Board cannot fulfil his/her term, for whatever reason, the President should be notified in writing by that member or by a representative of the Region which that Board member represents.

4.17 Expenses

- 4.17.1 All Directors serve without compensation, except for subsistence, travelling allowances, and out of pocket expenses authorized by the Association Board.

4.18 Meetings by Telephone

- 4.18.1 If all the Directors participating in a meeting consent, one or more Directors may participate in a meeting of the Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating

in a meeting by those means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Directors held while a Director holds office.

5 ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

5.1 Annual Meeting

5.1.1 The Annual General Meeting of the Association must be held once each calendar year, at a time and place designated by the Association Board, at which meeting time all matters of business concerning the Association are transacted. Each Member must be notified in writing of the Annual Meeting by regular mail, electronic mail, telephone, facsimile or in person at least thirty (30) days before the first day of the meeting and by any of these means notice is deemed given when transmitted.

5.2 Chairperson

5.2.1 The President of the Association acts as Chairperson of the Annual Meeting. In that person's absence, the Vice President acts in that capacity. In the absence of both these officers, a Chairperson for the Annual Meeting shall be appointed from the floor.

5.3 Audit

5.3.1 The Association Board must appoint an auditor and audited financial statements are to be submitted at the Annual General Meeting.

5.4 Fiscal Year

5.4.1 The fiscal year of the Association is September 1 to August 31.

5.5 General Meetings

5.5.1 General meetings of the Members of the Association may be called at any time by the Secretary on the instructions of the President or the Board.

5.5.2 The notice requirements are the same as those for Annual Meetings.

5.6 Special General Meetings

5.6.1 Special General Meetings of the Association may be called by the Association Board or at the written request of at least twenty-four (24) Members. At least thirty (30) days written notice of the Special Meeting must be given to each Member by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

5.7 Quorum

5.7.1 A quorum at any Annual, General or Special Meeting is 50% plus one (1) of the voting delegates in attendance at the commencement of the meeting.

5.8 **Voting**

- 5.8.1 Each Member can have two voting delegates at any Annual or Special Meeting, with those delegates being either paid staff or a person approved by the Member. Each delegate is entitled to one vote.

5.9 **Budget**

- 5.9.1 The Association Board will present a budget to the Annual Meeting. Revenue from Members and Associate Members may be raised by fees levied on those members. The amount of the annual fee for the next calendar year is set by the Annual Meeting and is due and payable in advance on the first day of that next year.

5.10 **Attendance and Participation at Annual and Special Meetings**

- 5.10.1 Members are entitled to attend, speak and vote through their delegates, as provided for in these Bylaws, at all Annual or Special Meetings of the Association.

- 5.10.2 The following people are entitled to attend, speak but not vote at all Annual or Special Meetings of the Association:

5.10.2.1 All board members of FCSS Boards;

5.10.2.2 All Managers of Programs or Managers of other municipal preventive social programs; and

5.10.2.3 All Associate Members.

5.11 **Resolutions**

- 5.11.1 Resolutions from Members of the Association for presentation to the Annual Meeting must be in the hands of the Secretary no less than sixty (60) days before the date of the Annual Meeting.

- 5.11.2 For the purpose of dealing with resolutions at the Annual Meeting, a Resolutions Committee will be appointed by the Association Board from among the membership of the Association.

- 5.11.3 Resolutions must be approved by 2/3 of the voting delegates to be carried.

5.12 **Amendments**

- 5.12.1 Members proposing amendments to these Bylaws must file a Notice of Motion with the Secretary of the Association Board at least sixty (60) days before the opening day of an Annual Meeting. The Secretary will forward a copy of the Notice of Motion, together with a copy of the proposed amendments to each Member of the Association at least thirty (30) days before the opening day of the Annual Meeting. Proposed amendments to these Bylaws are made by a Special Resolution in the manner required by the *Societies Act*. Notice can be by regular mail, electronic mail, telephone, facsimile or in person and by any of these means notice is deemed given when transmitted.

6 SIGNING AUTHORITY

- 6.1 Signing authority is any two of the President, Vice President, Secretary and Treasurer, or any one of those Officers and any one other person designated by the Association Board.

7 BORROWING POWER

- 7.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in any manner as it thinks fit, and in particular by the issue of debentures, but this power must be exercised only under the authority of the voting Members of the Association. Debentures can only be issued with the sanction of a Special Resolution, as defined in the *Act*, of the voting Members.

8 RECORDS OF THE ASSOCIATION

- 8.1 Minutes of all Association Board Meetings, of all Meetings of the Members, together with correspondence of the Association and financial records of the Association are to be kept for safekeeping at the head office of the Association.
- 8.2 Any and all books and records of the Association will be open for inspection by any Member of the Association at the Annual Meeting or at another time on giving reasonable notice to the officers having charge of the books and records.

9 ASSOCIATION SEAL

- 9.1 The corporate seal of the Association will be in the form as approved by the Association Board from time to time. The seal must be kept in the custody of the Secretary or nominee of the Secretary, and is to be affixed to documents signed on behalf of the Society by the Secretary, or by any other person or persons as may be specifically designated by the Board.

10 NOTICE

- 10.1 For the purposes of enabling the notices required by these Bylaws to be given to Members and Directors, each Member and Director will provide the Secretary with that Member's or Director's current address and telephone number for inclusion in the records of the Association and may provide their current electronic mail address or facsimile number, or both, for similar inclusion. It is the responsibility of the Member or Director to provide the Association with current information. The Association can rely on the information contained in its records as to the addresses and other contact information of Members and Directors.
- 10.2 The Association can choose:
- 10.2.1 which form of notice to give for any meeting to any particular Member or Director based on the information it has in its records; and
 - 10.2.2 different forms of notice for different Members or Directors for the same meeting by reason of it having different contact information.

No meeting is invalid only by reason of the fact that a Member or Director does not receive notice.

11 PROTECTION OF DIRECTORS AND OFFICERS

- 11.1 No Director, Officer or Member of a committee of the Association is liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee of the Association, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or on which any of the money of the Association is invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or effects of the Association is deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of their offices or in relation their holding office unless the it results through their own wilful neglect or default.
- 11.2 The Members and former Members of the Board of Directors, Officers and former Officers, and Members and former Members of all committees of the Association and each of their respective heirs, executors, administrators, successors and assigns, are from time to time and at all times indemnified and saved harmless out of the assets of the Association from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, do or may incur or sustain by reason of the performance of their duty or purported duty in their respective offices, except any they might incur or sustain by or through their own wilful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Members and former Members of the Board of Directors, Officers and former Officers, and Members and former Members of all committees of the Association may be entitled to at law or in equity.

