

Calgary Jewish Federation

By-Laws

June 22, 2016

CALGARY JEWISH FEDERATION

BY-LAWS

1 DEFINITIONS

1.1 The following words shall have the following meanings:

- a) “**Act**” means the Societies Act, R.S.A. 2000, c S-14 and amendments thereto and regulations thereunder;
- b) “**Annual General Meeting**” is a meeting of the Members as defined in Article 7 herein;
- c) “**Bank Account**” shall mean a bank account authorized by the Board and “**Bank Accounts**” shall mean more than one;
- d) “**Board of Directors**” or “**Board**” means the board of Directors of the Society as elected pursuant to Article 5 herein;
- e) “**By-laws**” means these By-laws of the Society as amended from time to time;
- f) “**Calgary Jewish Community**” or “**Community**” mean all Jewish persons ordinarily resident within the City of Calgary (including those individuals in the surrounding areas as are deemed to be included as part of the community by the Board from time to time);
- g) “**Cause**” means statements, conduct, behaviour or actions that are contrary to the best interests of CJF and any material breach of the By-laws and polices of CJF;
- h) “**Director**” means a person serving on the Board of Directors with the powers and duties as defined herein;
- i) “**Chief Executive Officer**” is an employee of the Society as outlined in Sub-paragraph Article 4.1 i) herein;
- j) “**Fiscal Year**” shall mean the year commencing on the first day of September in any year and ending on the thirty first day of August in the immediately following year or such other year as agreed to by the Board;
- k) “**General Meeting**” means a meeting open to all the Members being either the Annual General Meeting or a Special General Meeting;
- l) “**ITA**” means the Income Tax Act of Canada and amendments thereto and regulations thereunder;

- m) “**Member**” is a member of the Society as defined in Article 3 herein;
- n) “**Minimum Annual Contribution**” means the sum of \$18.00 per Fiscal Year donated to the UJA Campaign;
- o) “**Objects**” are the Objects of the Society registered with Service Alberta (Corporate Registry);
- p) “**Officer**” means an officer of the Society appointed by the Board;
- q) “**President**” is an Officer and has the powers and duties ascribed herein;
- r) “**Nominating Committee**” means a committee created by the Board to propose Members for nomination as Directors;
- s) “**Notice**” means the method of notice described in Article 12 herein;
- t) “**Registered Office**” means the office of the Society registered pursuant to the Act;
- u) “**Secretary**” is an Officer and has the powers and duties ascribed herein;
- v) “**Special General Meeting**” has the meaning ascribed in Article 7 herein;
- w) “**Special Resolution**” means a resolution passed:
 - i) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those Members who, if entitled to do so, vote in person; or
 - ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person;
- x) “**Society**” means the Calgary Jewish Federation also known as CJF;
- y) “**Treasurer**” is an Officer of the Society and has the powers and duties ascribed herein;
- z) “**United Jewish Appeal Campaign**” or “**UJA Campaign**” means the annual central fund-raising campaign of the Calgary Jewish Federation or such other campaign or funding event approved for these purposes by the Board;;
- aa) “**Vice-President**” is an Officer of the Society and has the powers and duties ascribed herein;

Whenever the singular, plural, masculine, feminine or neuter is used herein same shall be construed to include the plural, singular, feminine, masculine, neuter or body corporate as the context requires.

2 NAME

- 2.1 The name of the Society shall be “**Calgary Jewish Federation**” (also known as CJF).
- 2.2 The Society shall also be known under the short name of “**Jewish Calgary**”.

3 MEMBERSHIP

- 3.1 A person shall be a Member of the Society if they are an individual who:
 - a) is a member of the Calgary Jewish Community;
 - b) is at least 18 years of age; and
 - c) has made the Minimum Annual Contribution during the current Fiscal Year:
 - i) personally, or
 - ii) indirectly by way of a corporation or foundation of which the individual or the individual’s spouse is a principal or such other means or relationship as accepted by the Board.
- 3.2 Membership is not transferable.
- 3.3 The Board at its sole discretion reserves the right to refuse or refund a donation to the UJA Campaign at any time and thereby revoke membership at any time without cause.
- 3.4 A Member shall have the right to notification of General Meetings, the right to one vote at such meetings and the privilege of being able to be nominated to be a Director by the Nominating Committee.
- 3.5 A Member wishing to withdraw from CJF may do so by providing written Notice to the President or the Chief Executive Officer. A Member who withdraws their membership is not entitled a refund of any UJA Campaign contributions.
- 3.6 Any Member may have his membership terminated if a majority of the Board of Directors has voted to terminate the individual’s membership for Cause. Termination becomes effective immediately upon delivery of notice of the termination to the particular individual.
- 3.7 Prior to considering the termination of a membership, the Board shall give notice to the member of its intention and reasons.. The member shall have 10 days from receipt of the notice to provide written submissions as to why the membership should not be terminated. If a member challenges the proposed termination, the Board of Directors shall take into consideration the member’s submissions prior to deciding whether to terminate the membership.

3.8 A Member whose membership is terminated is not entitled to receive a refund of any contributions.

4 THE BOARD

4.1 The powers and duties of the Board of Directors are as follows:

- a) Oversee and exercise due diligence with respect to the management of the affairs, property and assets of the Society in furtherance of the Objects of the Society.
- b) Administer and distribute the various funds of the Society and the proceeds of the UJA Campaign in accordance with the provisions contained herein in order to further the Objects of the Society.
- c) Only distribute the funds of the Society and the proceeds of the UJA Campaign in accordance with the registered charity status granted to the Society pursuant to the ITA.
- d) Borrow, raise or secure the payment of money on behalf of the Society in order to further the Objects of the Society.
- e) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments or transferable instruments, except that the Society shall not divide its capital into shares, declare any dividends or issue any debentures.
- f) Acquire real and personal property on behalf of the Society, by purchase, donation or devise and may sell, exchange, mortgage, lease, let, improve and develop such property including the erection and maintenance of any buildings.
- g) Recommend to the Members such changes in the By-laws as may be necessary or advisable in order to carry out the Objects of the Society.
- h) Establish standing committees and determine the policy applicable to each. Members of committees shall be Members in good standing. The Board may also make policy surrounding the constitution of each committee, its term, members, chairman, function and mandate.
- i) Employ a Chief Executive Officer and/or such other persons as may be necessary in order to further the Objects of the Society upon such terms and conditions as the Board considers reasonable and appropriate.
- j) Give a report of its activities at the Annual General Meeting.
- k) Fill any vacancy in the office of the Auditor between Annual General Meetings. The Board shall determine the remuneration of the Auditor.

- 1) In exercising its powers and performing its duties, the Board may delegate such powers to the Chief Executive Officer and/or to various committees as may be necessary in order to further the Objects of the Society, subject to such limitations as may be required in law, by these By-laws, or as by the Board in its discretion may impose.

5 ELECTION OF DIRECTORS AND TERMS OF OFFICE

- 5.1 A Director shall at all times be a Member in good standing of the Society.
- 5.2 The term of office of a Director shall be two years.
- 5.3 The Board shall consist of a minimum of 10 and a maximum of 20 directors.
- 5.4 The Nominating Committee shall recommend Members to be nominated to the Board prior to the Annual General Meeting.
- 5.5 No person is eligible to be nominated at the Annual General Meeting to serve on the Board of Directors unless:
 - a) he or she has been nominated by the Nominating Committee; and
 - b) he or she is present in person at the Annual General Meeting to accept such nomination or has consented in writing to accept such nomination prior to the Annual General Meeting.
- 5.6 Between Annual General Meetings, the Board, by majority vote, subject to section 5.3, may add one or more Members to the Board to hold office until the next Annual General Meeting.
- 5.7 Directors shall receive no remuneration for their services. Directors shall be reimbursed for Board pre-approved travel and other out-of-pocket expenses incurred in conjunction with their duties.
- 5.8 Any Director may resign at any time upon giving not less than thirty (30) days written notice of their intention to do so to the Board. The Board may waive the thirty (30) days notice period and accept a Director's resignation immediately.
- 5.9 The office of a Director shall automatically be vacated:
 - a) if without reasonable excuse the Director is absent from three or more consecutive meetings of the Board;
 - b) if at a General Meeting a resolution is passed by Special Resolution to remove the particular Director from office; or
 - c) at a Board meeting, 75% of the other Directors vote in favour of removing the Director.

6 ELECTION, POWERS and DUTIES of OFFICERS

- 6.1 The President shall be elected by the Board of Directors. If at any time the office of President is vacant, the Board shall hold a Board meeting as soon as reasonably possible and elect a new President. The President shall be an ex-officio member of all Committees. The President's term of office shall not exceed three (3) years; provided however the term of office of the President in office on the date of the amendment of these by-laws in June 2016 shall be deemed to commence on the date of such amendment. The President shall have the following duties:
- a) Chair all meetings of Memembrs and of the Board or designate a chairperson;
 - b) General supervision of the affairs of CJF;
 - c) Chair the Nominating Committee; and
 - d) Perform any other duties which the Board may, from time to time assign.
- 6.2 The Board may elect one or more Vice-Presidents and may designate them as the Board determines. The Vice-President(s) shall:
- a) Exercise any and all of the duties of the President in the absence of the President or if the President is unable for any reason to perform his/her duties; and
 - b) Perform any other duties which the Board may, from time to time, assign.
- 6.3 The Board may elect a Secretary. The Secretary shall, subject to the Board designating another person pursuant to paragraph 10.3:
- a) Maintain or supervise the maintenance of the non-financial records and books of CJF, including the Minute Book, Registry of Directors, Registry of Members, minutes of all Board meetings, General Meetings and all resolutions passed at the above noted meetings; and
 - b) Any other duties which the Board may, from time to time assign.
- 6.4 The Treasurer shall be elected by the Board of Directors. If at any time the office of Treasurer is vacant, the Board shall hold a Board meeting as soon as reasonably possible and elect a new Treasurer. The Treasurer shall:
- a) Maintain or supervise the maintenance of the financial records and books of CJF;
 - b) Assist the auditor in preparation of the financial statements of CJF; and
 - c) Any other duties which the Board may, from time to time assign.

7 GENERAL MEETINGS

- 7.1 Twenty-five Members present in person shall constitute a quorum at any General Meeting.

7.2 An Annual General Meeting shall be held within 12 months of the previous Annual General Meeting. The Annual General Meeting shall be held in Calgary at a place determined by the Board. Notice of such meeting shall be given to all Members not less than twenty-one (21) days prior to the scheduled Annual General Meeting. The Notice shall specify the date, time, place and the agenda to be considered.

7.3 In addition to any business that may be transacted at every Annual General Meeting:

- a) The financial statements of the Society, a report on the activities of the Society, a report by the Treasurer on the financial affairs of the Society, and the report of the auditor shall be presented; and
- b) An auditor shall be appointed for the ensuing year.

7.4 A Special General Meeting may be held:

- a) at any time at the request of the President; or
- b) upon receipt by the President of a petition signed by at least 40 Members setting out in detail the purpose for which the meeting is to be called and the resolutions to be put before it.

Notice of a Special General Meeting shall be given to all Members not less than twenty-one (21) days prior to the scheduled Special General Meeting and shall specify the date, time, place and the agenda to be considered and no other business shall be transacted thereat.

7.5 No Special Resolution may come before a General Meeting unless the full written text thereof has been included with the Notice calling the meeting.

7.6 A General Meeting may be adjourned to any time and from time to time and all business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any adjournment of any such meeting. A General Meeting may be adjourned notwithstanding that no quorum is present thereat.

7.7 At a General Meeting any ordinary resolution shall pass upon a majority vote of the Members present and entitled to vote and who do vote upon such resolution. All votes shall be conducted by a show of hands of the Members present and entitled to vote unless a majority of Members decide that such vote shall be conducted by secret ballot, in which case the vote will be conducted by secret ballot. There shall be no procedure for voting by proxy.

7.8 The President shall be eligible to cast a vote at all proceedings at General Meetings. In the event of a tie he shall cast a second vote.

7.9 A matter requiring a special resolution pursuant to the Act (including amending the By-laws) shall be passed by Special Resolution and the Secretary shall file all such resolutions.

7.10 Minutes of General Meetings shall be prepared and kept by the Secretary or such other person as the Board authorizes and upon 5 days notice may be inspected at the Registered Office by Members during office hours.

8 BOARD MEETINGS

- 8.1 The Board of Directors shall meet at least 5 times at such times and places as may be designated by the President. The President shall preside at all meetings of the Board.
- 8.2 Subject to paragraph 8.3, notice shall be given not less than 10 days before any Board meeting. The Notice shall set out the time, date, place and purpose of the meeting.
- 8.3 No formal notice of any Board meeting shall be necessary if all the Directors are present, or if those absent have signified their consent, in any manner to the meeting being held in their absence.
- 8.4 The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors holding office or such greater number of Directors as the Board may determine from time to time.
- 8.5 Directors may participate in meetings by electronic means provided that all participating Directors can instantaneously and simultaneously hear and be heard by the other attendees. Any Directors so participating shall be deemed to be present in person at such meeting.
- 8.6 A special meeting of the Board shall be called by the President on the receipt of a petition signed by at least 2/3 of the Directors, which petition shall set out in detail the purpose of such meeting and the resolution to be put before such meeting and no other business shall be transacted at such special meeting.
- 8.7 Minutes of the meetings shall be prepared and kept by the Secretary or such other person as the Board authorizes and upon 5 days notice may be inspected by any Member during office hours.
- 8.8 Unless the Act or any other provision in this By-law requires a higher percentage, any resolution placed before a Board meetings shall pass upon a majority of directors voting in favour of the resolution.
- 8.9 Notwithstanding any other provision in Article 8 of the By-laws, if the President, directly or indirectly, initiates and sends a written resolution to the Board of Directors and a majority of the Board of Directors approves of the resolution in writing, the resolution is valid and binding.

9 FINANCIAL RECORDS and the AUDITOR

- 9.1 The Board shall see that all necessary books and records of the Society required by the By-laws, the Act or by any other applicable law are regularly and properly kept.

9.2 The Chief Executive Officer or the Treasurer or some other Officer specially charged by the Board with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditures takes place;
- b) all revenues and purchases of the Society;
- c) all other transactions affecting the financial position of the Society; and
- d) any other books, documents or records as may be required by the Board from time to time.

The books and records of the Society shall be kept at such place in Calgary as the Board determines and shall at all times be open to inspection by the Board. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and records of the Society shall be open to the inspection by the Members and no Member shall have any right of inspecting any book or record of the Society except as conferred by law or authorized by the Board.

9.3 The Treasurer shall open and maintain one or more Bank Accounts for the Society in an approved financial institution authorized by the Board. The Board shall determine the authorized signatures and signatories for any cheques or withdrawals from a Bank Account..

9.4 All monies received by the Society shall be deposited in a Bank Account. The Board of Directors shall have the power and authority to invest and reinvest the monies of the Society in such manner and upon such terms and conditions as the Board may determine consistent with the Objects.

9.5 The funds of the Society shall be applied only to carrying out the Objects and in accordance with the budget of the Society approved by the Board and no Member may derive any pecuniary benefit from such monies except for:

- a) the payment of salary or wages to employees of the Society; and
- b) reimbursement to any Member for receipted expenses approved by the Board and incurred in the service of the Society.

9.6 Within 150 days of the end of each Fiscal Year, the Treasurer shall organize an audit of the books of the Society which shall be performed by the Auditor and copies of the financial statements prepared by the Auditor shall be available to the Members at the Annual General Meeting and thereafter upon request to the Treasurer.

9.7 Every Auditor shall have a right of access at all times to all records, documents, books, accounts, and vouchers of the Society and is entitled to require from the Board such information and explanation as may be necessary for the performance of the duties of Auditor.

9.8 The Auditor is entitled to attend any General Meeting at which any accounts that have been examined or reported on by the Auditor are laid before the Members for the purpose of making any statement or explanation the Auditor desires with respect to the accounts.

10 MINUTE BOOK and the REGISTERED OFFICE

- 10.1 The Society shall at all times have a registered office within Alberta.
- 10.2 Subject to the Act, the Board may at any time: change the address of the registered office of the Society; designate, or revoke or change a designation of, a records offices of the Society; designate, revoke or change a designation of, a post office box of the Society within Alberta as the address for service by mail; or establish such other offices elsewhere as the Board may deem expedient by resolution.
- 10.3 The Secretary or some other person authorized by the Board with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of proceeding of all meetings of Members and Directors. The Secretary or some other Officer specially charged by the Board with that duty shall keep or cause to be kept a book or books in which shall be kept the Objects and By-laws of the Society, any Special Resolution altering or adding to the same and copies or originals of all documents registers and resolutions as required by law.
- 10.4 Any Member may request a copy of the Society's application for incorporation and By-laws at any time and the Secretary shall furnish same in a reasonable period of time.
- 10.5 All registers to be maintained pursuant to the Act shall be kept at the Registered Office. The right of a Member to view such list or use the information contained therein is as set out in the Act and as allowed by law. Upon 5 days notice, a Member may review the above noted information at the Registered Office during regular business.

11 SEAL

- 11.1 The Board of Directors may adopt a seal to be used for all purposes of the Society and such seal may be affixed to any document by such persons as may be authorized to do so by the Board of Directors. The seal shall be kept in the custody of the secretary.

12 NOTICES

- 12.1 Any notice to be sent or delivered under these By-Laws 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.

12.2 Notwithstanding paragraph 12.1 a notice for any General Meeting to be sent or delivered under these By-laws may be given by publication in a Calgary Jewish newspaper.

12.3 Accidental omission to give notice or non-receipt of notice shall not invalidate any action taken at any meeting otherwise validly held.

13 INTERPRETATION and AMENDMENTS

13.1 Any ambiguity in these By-laws may be resolved upon a majority vote of the Board of Directors.

13.2 For greater certainty, any notice, communication or document sent by e-mail satisfies the requirement that it be “in writing” or “written”.

13.3 These By-laws may be rescinded or amended only by a Special Resolution of the Members of the Society passed at a General Meeting.

14 LIMITATION OF LIABILITY

14.1 Every Director, Officer and employee of CJF in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of CJF and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director, Officer or employee shall be liable for any acts, neglect, or default of any other Director, Officer or employee or for loss, damage or expense to CJF through the insufficiency or deficiency of title to any property acquired for or on behalf of CJF or for the insufficiency or deficiency of any security in or upon which any of the monies of CJF shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or property of CJF shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto.

14.2 Notwithstanding paragraph 14.1, nothing shall relieve any Director, Officer or employee from the duty to act in accordance with these By-Laws or any other statute or regulation or from liability for any breach thereof.

14.3 CJF shall indemnify each Director, Officer, employee, his heirs and legal representatives against all costs, charges, expenses, including legal fees and disbursements reasonably incurred by him in connection with any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a Director, Officer or employee of CJF, if:

- a) he acted honestly and in good faith with a view to the best interests of CJF;

- and
- b) in the case of criminal or administrative actions or proceedings that are enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

15 ARBITRATION

- 15.1 In the event there is a dispute (other than the termination of the membership of a Member) arising out of the affairs of the Society, among the Directors, or between a Member or other person and the Society, the parties shall attempt to resolve the issue by mediation. If mediation is unsuccessful, the issue shall be decided by arbitration pursuant to the Arbitration Act Alberta. A decision made pursuant to an arbitration is binding on all parties and may be enforceable on application to the Court of Queen's Bench of Alberta and there shall be no appeal there from.

16 DISSOLUTION

- 16.1 In the event of the dissolution of the Society and after the payment of all just debts, obligations and liabilities, the Board shall distribute any remaining assets of the Society to one or more Canadian charitable organizations registered under the ITA, which further the Objects of the Society. Qualifying charities in the Jewish community shall be considered first.