



Bylaws of the *Calgary River Forum Society* (Calgary River Valleys)

ARTICLE 1 NAME

- 1.1 The name of the Society is the “Calgary River Forum Society”, but it may also be referred to as “Calgary River Valleys” or “CRV”. This document represents the Bylaws of the Calgary River Forum Society.

ARTICLE 2 DEFINITIONS

- 2.1 “Annual General Meeting” or “AGM” means the annual meeting of the general membership of the Calgary River Forum Society,
- 2.2 “Board” means the Board of Directors of the Calgary River Forum Society or CRV,
- 2.3 “CRV” means Calgary River Valleys, also known as the Calgary River Forum Society,
- 2.4 “Days” means calendar days, unless otherwise stated,
- 2.5 “Member” means a member in good standing of the Society, whose fees are fully paid, where fees are payable,
- 2.6 “Special General Meeting” or “SGM” means a special meeting of the general membership of the Calgary River Forum Society.

ARTICLE 3 MEMBERSHIP

- 3.1 The membership year runs May 1 through April 30. Memberships are automatically renewed each year, provided the membership fee (if any) is paid, unless the member withdraws, is suspended, or expelled.
- 3.2 Membership is open to the following, who have an interest in the protection, conservation, enhancement, responsible development, management or stewardship of Calgary’s river valleys, watershed resources or riparian areas:
- a) Any formally organized association,
 - b) Any formally organized society or charity,
 - c) Any corporation, and
 - d) Any private individual 18 years or older.

- 3.3** All members will be expected to represent their organizations' views and positions on matters pertaining to the Society, and to report back to their respective organizations on whatever basis agreed to by that organization. Individual members will be expected to liaise with the community-at-large.
- 3.4** Participation by any group or individual in the Society does not prejudice the rights of the group or individual to act independently of the Society.
- 3.5** A membership fee, if any, in the Society shall be determined, from time to time, by the Board of the Society. Any person, upon completing the application for membership, and the payment of such fee (if any), may become a member of the Society.
- 3.6** Any member wishing to withdraw from the Society may do so upon a notice in writing to the Board of Directors through its Secretary.
- 3.7** The Board of Directors reserves the right to suspend members for breaches of the Society's Bylaws and/or policies, or for action or non-action that is deemed detrimental to the Society. Suspended members may then be either re-instated or expelled from membership, upon a majority vote of the members in good standing, at a General Meeting of the Society.
- 3.8** A Member will be deemed to have withdrawn their membership when CRV can no longer contact the member.

ARTICLE 4 GOVERNANCE OF THE SOCIETY

4.1 Board of Directors

- a) The Board of Directors will be selected from the members of the Society, each for a two (2) year term. The Board of Directors will strive to reflect a broad spectrum of the participating groups who make up the general membership. Member organizations are restricted to one representative on the Board of Directors.
- b) It will be necessary for Board members to liaise with their respective organizations, but Directors are also expected to assume a broader and unbiased perspective on matters and discussions than the interests of the organization they represent.
- c) Election of members to the Board will be staggered. It is the intention for 3 or more Directors to be elected in even-numbered years, and 3 or more to be elected in odd-numbered years. Terms will be two years each, with continual renewal options. Any participating organization may remove and replace its representative as it sees fit, with written notice to the President or Secretary.
- d) The Board of Directors shall consist of a maximum of fifteen voting members.
- e) Ideally, the Board of Directors should be comprised of representatives from a cross-section of the following membership categories:
 - (i) Waterfront community associations,
 - (ii) Water-based recreation groups,

- (iii) Land-based recreation groups,
 - (iv) Resource management agencies,
 - (v) Philanthropic organizations,
 - (vi) Educational or research institutes, and
 - (vii) Citizens-at-large.
- f) Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
- g) The Board shall demonstrate good governance by adhering to the Society's Bylaws, steering the mission and guiding the strategies of the Society in a manner that is responsible and accountable to its regulatory bodies and its members. The Board shall establish guiding policies as required.
- h) Any Director or Officer, upon a majority vote of all members in good standing, may be removed from the Board for any cause which may be deemed reasonable. The grounds for a Director's removal may include: non-performance, excessive absences, lack of cooperation with other members or other factors, as may be agreed by the Board. Directors or Officers who have been absent for a minimum of three consecutive regularly scheduled Board meetings may be removed from the Board by a majority vote of the remaining Directors and Officers.
- i) Directors are expected to assume the responsibility of leadership and governance of the Society and bring a broad and unbiased perspective on matters and discussions of interest or importance to the Society. Directors must declare a conflict of interest when that Director or others deem there to be one.

4.2 Officers

- a) The Officers of the Society shall consist of the President, the Vice-President, the Secretary and the Treasurer.
- b) The Officers of the Society perform the duties of their offices and such other duties as directed by the Society's Bylaws, policies and Board of Directors:
- c) President: The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of CRV and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- d) Vice-President: The Vice-President shall act as "alternate" for the President. He/she shall, when present (and in the absence of the President), preside at all meetings of CRV and of the Board. In the absence of both, a chairperson may be elected at the meeting to preside.
- e) Secretary: The Secretary shall, insofar as possible, attend all meetings of CRV and of the Board, and ensure accurate minutes of the same are recorded. He/she shall have charge of the Seal of the Society, which whenever used, shall be authenticated by the signature of the Secretary and the President, or in the event of an inability of either to act, by the Vice-President.

- f) Treasurer: The Treasurer shall oversee all monies paid to the Society and be responsible for their deposit in whatever bank or financial institution the Officers may direct. He/she shall supervise the keeping of all records, books, cheques, accounts and vouchers of the Society. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a duly audited financial statement of the Society and it's current financial standing
- g) The roles of the Secretary and Treasurer may be filled by one person.

4.3 Committees

- a) In the pursuit of its Objects, the Society may form or terminate Committees as required, to permit delegation of work load and to provide for other organizational functions.
- b) The Board will develop and approve terms of reference for all standing or working Committees of the Society.
- c) Standing Committees will be chaired by Board members and will be responsible to the Board. All committee activities will be governed by the Bylaws and policies of the Society.
- d) From time to time, the Board may create an Ad-Hoc Committee or working group to undertake a determined task.
- e) Where the work of the Society is carried out by its Committees, the Chair(s) of said Committees will be authorized to represent the Board regarding said Committees' work, on behalf of the Society.

ARTICLE 5 MEETINGS

5.1 Board of Directors' Meetings

- a) Board meetings shall be held at least once every three months and may be called at any time by the President at such place as he/she sees fit.
- b) Fifty (50) percent "plus one" of the Directors shall constitute a quorum at a meeting of the Board.
- c) A meeting of the Board may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- d) A meeting of the Board may be held utilizing telecommunications or electronic means such that each Director participating in the meeting is simultaneously in communication with each other participating Director of the Board.

5.2 Annual General Meeting

- a) CRV shall hold an Annual General Meeting on or before April 30, in The City of Calgary.
- b) At least twenty-one (21) days' written or electronic notice of the date and place of the Annual General Meeting shall be provided to each member of the Society.

- c) Quorum for an Annual General Meeting shall be ten (10) members in good standing or twenty-five percent (25%) of members in good standing, whichever is less. In calculating quorum, both members in attendance and members present by proxy shall be included in the count.
- d) If a quorum is not present within one half-hour after the time set for the meeting, the meeting shall be adjourned to a date two weeks following the date of the original meeting. At the subsequent meeting, those members present shall constitute a quorum.
- e) The President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer) shall be confirmed at the Annual General Meeting. In addition, new Directors may be elected as needed to fulfill the requirements of the Board. Any vacancy occurring during the year may be filled by the Board at its discretion, such appointments to be confirmed by the membership at the next AGM, as described in the notice calling such meeting. Any member in good standing shall be eligible to any Office in the Society.
- f) CRV shall appoint the auditors at the Annual General Meeting to audit or review the current year's accounts and present a certified statement to the Society at its next Annual General Meeting.

5.3 Special General Meetings

- a) A Special General Meeting shall be called by the President or Secretary after a resolution of the Board to that effect has been passed, or upon receipt of a petition signed by ten (10) per cent of the members in good standing, setting forth the reasons for calling such meeting, a notification of which shall be sent in writing to the last known contact address of each member, twenty-one (21) days prior to the meeting. Such meeting shall be called within sixty (60) days of receipt of this petition by the Board.
- b) Quorum for a Special General Meeting shall be ten (10) members in good standing or twenty-five percent (25%), whichever is less.

ARTICLE 6 VOTING AT ANNUAL GENERAL OR SPECIAL GENERAL MEETINGS

- 6.1** Any member who has not withdrawn from membership, nor has been suspended, nor expelled, shall have the right to submit one vote at any Annual General or Special General Meeting of CRV.
- a) Such votes must be made in person or by proxy.
 - b) All proxies must be submitted in writing before the start of the meeting to the Secretary or, in the Secretary's absence, to the person taking minutes at the meeting. The proxy must either be an email or signed document from the absent member and must indicate the first and last name of the member to whom they are granting their proxy. The proxy document will be retained for the Society's records.
- 6.2** Application for Membership has to have been received thirty (30) days prior to the Annual General Meeting or any Special General Meeting for a member to be eligible to vote.

ARTICLE 7 ADVISORS

- 7.1** Calgary River Valleys will seek the advice of appropriate knowledgeable individuals with a variety of backgrounds and expertise to act as Advisors. These individuals may include but not be limited to representatives from various levels of government, academic institutions, industry, and the development sector. These individuals will be contacted by CRV on an as-needed basis.
- 7.2** Additional or other advisors may be added as needed.
- 7.3** The Advisors will be invited to liaise as needed with the CRV Executive, Board, and Staff:
- a) To provide timely advice and guidance regarding the Society's activities and inquiries, as they relate to their agency or business unit;
 - b) To share the views and perspectives of their organization with respect to the Society's activities;
 - c) To maintain consistent and effective involvement in processes and decisions regarding Calgary's river valleys, watershed resources and riparian areas; and
 - d) To contribute to a process that is both responsive and proactive, to advise, facilitate and initiate stewardship activities and projects for the benefit of Calgarians.

ARTICLE 8 REPORTING

- 8.1** The Society will be accountable to its members, partners and stakeholders and will report on its activities at the Annual General Meeting. The Society will endeavour to consult with relevant members, partners and stakeholders whenever its activities warrant, including business units within The City of Calgary Administration or other orders of government.
- 8.2** If required for matters pertaining to the Society, the Board will report to Calgary City Council through the Standing Policy Committee on Utilities and Corporate Services (SPC/UCS), or other Committee(s) of Council as appropriate. A regular reporting framework will be established and modified from time to time as required.
- 8.3** Much of CRV's work will be carried out in partnership with The City of Calgary and other organizations. As such, CRV will endeavour at all times to comply with professional and ethical codes of conduct, and to manage partner and stakeholder relationships in a sensitive, transparent and mutually accountable manner.

ARTICLE 9 FINANCIAL MATTERS

- 9.1** The fiscal year of the Society, until changed by the Board, shall begin on January 1 and end on December 31 of each year.
- 9.2** The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant elected 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.

- 9.3** The books and records of the Society may be inspected by any member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same. Each member of the Board shall at all times have access to such books and records.
- 9.4** For the purpose of carrying out its Objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of CRV and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.
- 9.5** The Board of Directors shall be enabled to enter into agreements, approve the expenditure of funds, hire staff, engage contractors, etc, as and when it sees fit. All employees, contractors, etc. shall be governed by the Bylaws and policies of the Society.
- 9.6** Upon the dissolution of the Society, and after payment of all debts and liabilities, the Society's remaining assets shall be distributed among qualified donees according to applicable federal and provincial laws and legislation.

ARTICLE 10 REMUNERATION

- 10.1** Unless authorized at any Special or Annual General Meeting and after notice for same shall have been given, no Officer, Director or member of the Society shall receive any remuneration for his/her services.

ARTICLE 11 BYLAW AMENDMENTS

- 11.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society. The Special Resolution must be passed by a majority of seventy-five (75) percent of the eligible members in attendance.
- 11.2** Notice of the Annual General Meeting or Special General Meeting must include details of any proposed Special Resolution to change the Bylaws.
- 11.3** Upon approval by seventy-five (75) percent of the eligible members in attendance, and within thirty (30) days following the passing of the Special Resolution, the Secretary must submit the accepted amendments to the Corporate Registry of Alberta for filing. The amended Bylaws shall come into effect upon acceptance by said Registry.

ARTICLE 12 DISSOLUTION

- 12.1** Dissolution of the Association requires the passing of a Special Resolution at a duly convened Annual General Meeting or Special General Meeting. Notice of the meeting shall contain details of the Special Resolution to dissolve the Association. In the event of the dissolution of the Association and after payment of liabilities, all assets not considered to be the property of The City of Calgary, or others, shall be distributed to one (1) or more recognized non-profit or charitable organizations in Calgary as the Members so determine by passing of a Special Resolution.