



CommunityWise Resource Centre
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Service Alberta
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June 20, 2017

RE: Change in by-laws for CommunityWise Resource Centre (Corporate Access #502170079)

I hereby certify that the following special resolution was passed at the Annual General Meeting (AGM) of the CommunityWise Resource Centre on **Thursday, May 18, 2017**.

The by-laws were changed as follows:

- The existing by-laws are repealed; they are replaced by the attached by-laws.

Sincerely,

Seth Leon
Chairman
CommunityWise Resource Centre

COPY

CommunityWise Resource Centre

BYLAWS
May 2017



Signed:

Handwritten signature in blue ink.

CommunityWise Resource Centre Executive

CommunityWise Resource Centre

BYLAWS

INTERPRETATION

In these Bylaws, unless the context or subject matter requires a different meaning,

“the Act” means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

“Annual General Meeting” or “AGM” means the regular general meeting required by the Act to be held annually.

“Bylaws” shall mean these bylaws, as may be amended from time to time.

“Board”, “Board Members”, the “Directors” and “Board of Directors” means the Directors of this society, persons who are elected or appointed to the Board as described in Article 7.

“Member” and “Membership” means a Member of, or Membership in, the CommunityWise Resource Centre Society as described in Article 2.

“Community Representative” as stated in Article 7 means any person who does not hold a Membership in CommunityWise Resource Centre as defined in Article 2.

In these Bylaws wherever the singular or plural is used, the same shall be construed as meaning singular, plural, or neuter where the fact or context so requires.

“Consensus” at a general or special meeting means approval of three-fourths of those present and eligible to participate in a general meeting where quorum is met.

Unless otherwise specified, “notice” or “written notice” from CommunityWise Resource Centre to membership means notice delivered to membership either by email or other electronic communications, postal mail, tenant mail, posted on bulletin boards throughout the building, or any combination thereof.

Where service of notice on the Board of Directors is required in these Bylaws, service of the notice upon the Executive Committee as described in Article 7 shall be deemed to be good and sufficient service on the Board of Directors, and the Executive Committee upon receipt of such notice shall forthwith advise the other Directors of such notice.

ARTICLE 1 – APPLICATION FOR MEMBERSHIP

- 1.1 Applications for membership in the CommunityWise Resource Centre Society (formerly “The Old Y Centre for Community Organizations”) shall be open to:
- organizations incorporated as a society upon presentation of documentation proving they are a registered non-profit community service, cultural or social service Society (hereinafter referred to as “organizations”).
 - organizations not incorporated in the Societies Act, having a community, cultural and social service focus existing as a non-profit entity (hereinafter referred to as “grassroots organizations”).
 - individuals for the purpose of providing a community, cultural and social service on a not for profit basis.
- 1.2 A representative or representatives of an applicant organization will be required to appear before a CommunityWise Staff representative and/or appointed committee, pending approval of their application.

ARTICLE 2 – CLASSES OF MEMBERS AND MEMBERSHIP

- 2.1 There shall be three (3) classes of members and membership in the CommunityWise Resource Centre, namely Tenant, Associate, and Individual.
- 2.2 The Tenant Membership shall consist of organizations confirmed by the Board of Directors or their appointed representative, who have or will in the near future receive a Rental Agreement or other shared space agreement as approved by CommunityWise, upon payment of whatever membership fees or other compensation are established by the Board of Directors as determined from time to time.
- 2.3 Associate Membership shall consist of organizations which have not signed a Rental Agreement for premises in the CommunityWise Resource Centre building, but have been approved for use and utilization of facilities within the building and upon payment of whatever membership

fees or other compensation are established by the Board of Directors as determined from time to time.

2.4 Individual Membership shall consist of individuals who have not signed a rental agreement for premises in the Old Y/CommunityWise Resource Centre building but have been approved for use and utilization of facilities within the building and upon payment of whatever membership fees or other compensation are established by the Board of Directors as determined from time to time.

2.5 Hereinafter, any reference to CommunityWise Resource Centre member or membership, unless directly expressed which class of membership, shall be construed to be inclusive of all classes of members or membership – Tenant, Associate, and Individual.

ARTICLE 3 – TERMS OF MEMBERSHIP

3.1 Tenant Membership:

- (i) An organization that has signed a Rental Agreement for premises in the building is required to be a Tenant Member of the Society.
- (i) An organization with a Tenant Membership shall be eligible to nominate no more than one representative for election or appointment to sit as a member of the CommunityWise Board of Directors.
- (ii) Tenant Members shall be entitled to vote at, and shall be entitled to notice of general membership meetings of the CommunityWise Resource Centre.
- (iii) The Tenant Members shall be able to rent meeting rooms and other facilities at rates to be determined from time to time by the Board of Directors.

3.2 Associate Membership:

- (ii) An organization with an Associate Membership shall be eligible to nominate no more than one representative for election or appointment to sit as a member of the CommunityWise Board of Directors.

- (iii) Associate Members shall be entitled to vote at, and shall be entitled to notice of meetings of the members of the CommunityWise Resource Centre.
- (iv) The Associate Members shall not participate in any distribution of the property of the CommunityWise Resource Centre upon dissolution of the CommunityWise Resource Centre.
- (v) The Associate Members shall be able to rent meeting rooms and other facilities at rates to be determined from time to time by the Board of Directors.

3.3 Individual Membership:

- (i) Individual members shall be entitled to vote at and receive notice of meetings of the members of the CommunityWise Resource Centre.
- (ii) Individual members shall not participate in any distribution of the property of the CommunityWise Resource Centre upon dissolution of the CommunityWise Resource Centre.
- (iii) Individual membership may be given to any individual upon approval of their application by the membership committee.

ARTICLE 4 – EXPULSION OF MEMBERSHIP

- 4.1 Upon failure of any member to pay the fees or dues or any other indebtedness due to the CommunityWise Resource Centre, as determined by the Board of Directors, the Directors shall cause the name of such member to be removed from the register of members, but such a member may be re-admitted to membership by the Directors upon payment of such fees or indebtedness or upon such other terms as the Directors deem appropriate.
- 4.2 A Tenant Membership shall be expelled if the Tenant Member's Rental ends through expiry of the Rental or for earlier expulsion.
- 4.3 Any member who desires to withdraw from membership in the CommunityWise Resource Centre shall notify the CommunityWise Resource Centre staff to that effect and on receipt of the notice to the Board of Directors from the CommunityWise Resource Centre administration of such notice, the member shall cease to be a member.

- 4.4 Any class of membership may be expelled for failure to adhere to or subscribe to the Objects and Bylaws of the CommunityWise Resource Centre, or for failure to abide by the CommunityWise Resource Centre's Building Rules as established by the Board of Directors.
- 4.5 Any class of membership may be expelled for failure to adhere to a decision made at a General Meeting or a Board of Directors Meeting.
- 4.6 Any class of membership may be expelled or suspended in the event any member's conduct shall have been determined to be improper, unbecoming, or likely to endanger the interests or reputation of the CommunityWise Resource Centre.
- 4.7 Any class of membership may be expelled or suspended for failure to adhere to CommunityWise Resource Centre Member Policy as determined by the Board of Directors.
- 4.8 With respect to any contemplated expulsion of membership pursuant to clauses 4.4, 4.5 4.6, and 4.7 the Directors shall make their determination to expel a member if a resolution to do so is passed by consensus of those Directors present at a Board of Directors meeting called to review the matter. No member shall have its membership expelled pursuant to clauses 4.4, 4.5 4.6, and 4.7 without being notified of the complaint and without being given an opportunity to be heard by a representative of the Board of Directors.
- 4.9 Any member who resigns, withdraws, or whose membership has been expunged from the CommunityWise Resource Centre shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the CommunityWise Resource Centre. Expulsion or withdrawal shall not eliminate obligations either financial or otherwise outstanding to the CommunityWise Resource Centre.
- 4.10 If the membership of any Tenant Member is ended, any representative of that Tenant Member on the Board of Directors of the CommunityWise Resource Centre will resign their Director's position at the time the membership ends. They may reapply for the Board under a different classification of membership.

ARTICLE 5 – GENERAL MEETINGS

- 5.1 The only general meeting to be held by the CommunityWise Resource Centre shall be called by the Board of Directors of the CommunityWise Resource Centre on or before May 31 once each calendar year at such

time and at such place within the City of Calgary as the Directors determine.

- 5.2 Any two Directors may at any time call a Special General Meeting of the members.
- 5.3 The Directors shall call a Special General Meeting where a written notice requesting such a meeting stating the business to be transacted and signed by at least five Members is served on the Directors.
- 5.4 Notice of the time and place of the Annual General Meeting (AGM) or any Special General Meeting and the general nature of the business to be transacted shall be given by the Board of Directors to all Members. Such notice shall be delivered, emailed or forwarded by Member mail at least 21 calendar days before holding the meeting, and/or notices will be posted throughout CommunityWise Resource Centre itself. In the event a special resolution is to be considered, the notice shall express the intention to consider such a resolution.
- 5.5 The required quorum for the Annual General Meeting or Special General meeting shall be either:
- (i) five Board Members of the Board of Directors or
 - (ii) representation from one-fifth of the Membership.
- Membership is comprised of those members in good standing at the close of business on the last business day preceding the day on which the notice is sent.
- 5.6 Notice of any meeting may be delivered, emailed, or forwarded by mail to the most recent physical address or email address provided by the Members to the CommunityWise Resource Centre, or by leaving the Notice at the premises in the building being rented by the Tenant Member. Notice shall be deemed to have occurred on the day of emailing or delivery. In the case of mailing, notice will be deemed to occur three (3) days after posting.
- 5.7 No error or omission in giving such notice of any Annual General Meeting, Special General Meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.
- 5.8 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditor shall be presented, and a Board of Directors elected or affirmed. Other business shall be transacted upon

written notice being served upon the Board of Directors at least ninety (90) days before the anniversary of the previous Annual General Meeting.

ARTICLE 6 – GENERAL PROVISION REGARDING MEETINGS OF MEMBERS

- 6.1 Members eligible to participate in all general meetings (hereafter referred to as “Participating Members”) are the Members of the CommunityWise Resource Centre who are members in good standing at the close of business on the last business day preceding the day on which notice of the meeting is sent. Participating Members include Tenant, Associate and Individual Members of the CommunityWise Resource Centre.
- 6.2 Decisions may be made in person or by proxy, but if by proxy, the proxy is only valid if properly signed and presented to the representative of the Board of Directors at least seven (7) days before any meeting. No proxy shall be considered in the counting of a quorum.
- 6.3 At all general meetings of the CommunityWise Resource Centre, unless otherwise required by the Act or the articles of the Corporation, decisions will be made by consensus of the Participating Members present at the meeting.
- 6.4 Any meeting of the CommunityWise Resource Centre may be adjourned at any time from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment shall take place by consensus of Participating Members present at the meeting to be adjourned.

ARTICLE 7 – BOARD OF DIRECTORS

- 7.1 The affairs of the CommunityWise Resource Centre shall be managed by a Board of Directors who may exercise all such powers and do all such acts and business as may be exercised or done by the CommunityWise Resource Centre and are not by the Bylaws expressly directed or required to be done by the Society at a meeting of the members or otherwise.
- 7.2 The Board of Directors shall consist of Tenant Members, Associate Members, and Community Representatives. The Board of Directors shall consist of a minimum of nine (9) members in good standing and a maximum of fifteen (15) members in total, with quorum consisting of five (5) members. There will be no more than four (4) sitting Community Representatives on the Board at any one time.

- 7.3 Directors are elected at Annual General Meetings, Special General Meetings called for such purpose, or appointed to the Board in between general meetings if the need arises.
- 7.4 Each Director at the time of their election or appointment, and throughout their term of office must:
- (i) be either a Tenant or Associate Member of CommunityWise Resource Centre in good standing of the membership class they are representing; or
 - (ii) be an active Community Representative as defined by the Board of Directors.
- 7.5 The Board of Directors shall hold office until the Annual General Meeting. An officer may hold office for two consecutive three-year terms starting from the inception date from which they joined the Board.
- 7.6 Every Director of the CommunityWise Resource Centre shall be deemed to have assumed office with the expressed understanding and agreement and condition that every Director of the CommunityWise Resource Centre and their heirs, executors, and administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against them for in respect of any act, deed, matter or thing whatsoever made, done, or permitted by them or any other Director in or about the execution of the duties of their office, and also from and against all other costs, charges and affairs thereof except such costs, charges or expenses as are occasioned by their own willful act or default.
- 7.7 No Director or Officer of the CommunityWise Resource Centre shall receive financial remuneration for their services, apart from reimbursement for out-of-pocket expenses incurred while working on CommunityWise Resource Centre business.
- Member(s) of the Board of Directors shall not in a direct or indirect manner financially benefit from transactions with the CommunityWise Resource Centre or any of its projects.
- Member(s) of the Board of Directors shall not relinquish their Board position on a time limited basis in order to financially gain from transactions with the CommunityWise Resource Centre or any of its projects.

Where a matter of business being considered by the Board involves a Director personally or an issue directly concerning any particular person to whom the Director is related or is guardian for, that Director shall be precluded from voting thereon.

- 7.8 Directors meetings may be held at such times and at such places as the Directors may from time to time determine. A meeting of the Directors may be called by notice from any two Directors at any time. Notice of such meeting shall be communicated to each Director not less than two days (exclusive of the day for which notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if the Directors have signified their consent in writing to the meeting. Notice may be given by email or other electronic communications, delivery, or postal mail to the Director's last known address or email address. In the event notice by postal mail is used, notice will be deemed received three (3) days after posting.
- 7.9 It is expected that each member of the Board of Directors will attend regularly scheduled Board of Directors meetings and special meetings.
- 7.10 The Board of Directors shall hire an Administrator and such staff as may be required to fulfill the daily functions of the Society.
- 7.11 The Administrator(s) shall be responsible for a general accounting of receipts and disbursements that shall be presented to the Finance Representative and Finance Committee.
- 7.12 The Board of Directors may designate committees or appoint individuals to positions deemed necessary to carry out the day-to-day affairs of the CommunityWise Resource Centre.
- 7.13 The Board of Directors shall choose from its membership an Executive Committee of three or four (3 or 4) individuals with at least one Tenant Member, and the members of this committee along with a Finance Representative will be considered the Officers of the Society. Past Executive Committee Members may be asked to serve as ex-officio members of the Executive.
- 7.14 The officers shall have the following rights and duties in addition to any other rights and duties provided in these Bylaws:
- (i) Executive Committee Members:
 - a) to generally manage and supervise the operation of the CommunityWise Resource Centre's affairs;

- b) to facilitate all meetings of the Board of Directors and general membership;
- c) shall ensure there is at least one Executive Committee member on the Finance Committee and the Membership Committee.
- d) to record the minutes of the proceedings at all general meetings and Director's meetings and place them in the CommunityWise Resource Centre's Minutes Book;
- e) to properly maintain the CommunityWise Resource Centre's Minutes Book and all other records;
- f) to have custody of and responsibility for the safe keeping of the CommunityWise Resource Centre's Minutes Book and records;

(ii) Finance Representative:

- a) to serve on the finance committee;
- b) With the CommunityWise staff and finance committee, to keep full and accurate accounts of all receipts and disbursements of the CommunityWise Resource Centre in proper books of account;
- c) With the CommunityWise staff and finance committee, to deposit all monies in the name and to the credit of the CommunityWise Resource Centre in such banks or credit unions as may from time to time be designated by the Board of Directors;
- d) With the CommunityWise staff and finance committee, to disburse funds of the CommunityWise Resource Centre under the direction of the Board of Directors and to bring proper vouchers therefore;
- e) With the CommunityWise staff and finance committee, to render to the Board of Directors at the regular meetings thereof, or whenever required by the Board, an account of all transactions and of the financial position of the CommunityWise Resource Centre;

7.15 The office of a Director shall be vacated if:

- a) By notice in writing to the Society the Director resigns from office;
- b) The Board of Directors by resolution passed by a consensus of those present at a meeting called for such purpose, remove any Director or Officer before the expiration of their term;

c) The Membership of the CommunityWise Resource Centre by resolution passed by at least three-fourths of the vote cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may by a majority of votes cast at that meeting elect any person in their stead for the remainder of their term.

- 7.16 If the departing Director was the representative of a Tenant or Associate Member organization, the replacement Director does not have to be a representative from the same Tenant or Associate Member organization.
- 7.17 Vacancies on the Board of Directors however caused may, so long as a quorum of Directors remains in office, be filled by appointment by the Directors from among the eligible Members of the CommunityWise Resource Centre Society, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, following a selection procedure as outlined in the CommunityWise Board of Directors Terms of Reference, which may be updated from time to time.
- 7.18 When vacancies on the Board of Directors are filled by appointment, the Board of Directors shall inform the membership of the existence of the vacancy and who filled it within 30 days.
- 7.19 All Members wishing to apply to fill an upcoming vacancy on the Board of Directors by election at the next Annual General Meeting shall serve written notice of their application to the Board of Directors or their representative on or before the deadline date as specified by prior notice to membership given by the Board or their representative.
- 7.20 When vacancies on the Board of Directors are filled by appointment, the inception date of the appointee joining the Board will be the date that the appointment was approved by the Board. The Board appointment will only be valid until the next AGM, at which time the appointee must step down. If the appointee wishes to continue to serve on the Board, they must submit their name for re-election at the AGM. If re-elected, their time served since their initial appointment is counted towards their overall service.
- 7.21 When Board of Director vacancies are filled by election at an AGM, the inception date of the new Director is considered to be the date of that AGM.

- 7.22 If a vacancy results in less than nine (9) people sitting on the Board, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- 7.23 If a Board Member's second term ends before an Annual General Meeting, and if that Board Member retiring from office would result in less than nine (9) people sitting on the Board, the Board of Directors may allow that Board member to continue to sit on the Board with full Board powers until the vacancy is filled or until the next general meeting, whichever comes first.

ARTICLE 8 – EXECUTION OF DOCUMENTS

- 8.1 All cheques, bills of exchange or other orders for the payment of monies, of the CommunityWise Resource Centre, shall be signed by any two authorized signatures of the Society. Signing authority shall be assigned to two or more members of the Board of Directors Executive Committee and one or more staff of the organization. At least one Board Member's signature is required and only one staff signature is permitted per cheque. These officers may endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for that purpose. Such officers or agents so appointed may arrange, settle, balance or certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the banks forms for settlement of balance and release or certification slips.
- 8.2 The Board may adopt a seal as the Seal of the Society of such design as may be approved by the Board. The CommunityWise Resource Centre Executive Committee shall provide for the safe custody of the seal, which shall not be affixed to any instrument except in the presence of:
- a) Any two (2) of the Directors of the Society with signing authority, or
 - b) One (1) Director of the Society with signing authority and One (1) CommunityWise Resource Centre staff member.
- 8.3 Contracts in the ordinary course of the Society's business may be entered into on behalf of the Society by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE 9 – PROPERTY AND BORROWING POWERS

- 9.1 Real property shall not be purchased or sold by the CommunityWise Resource Centre unless and until the transaction is approved by a special resolution of the members at a general meeting.
- 9.2 The Directors may from time to time:
- (i) borrow money on the credit of the CommunityWise Resource Centre; and
 - (ii) issue, sell or pledge securities of the CommunityWise Resource Centre; and
 - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the CommunityWise Resource Centre, including book debts, rights, powers, franchises, or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the CommunityWise Resource Centre; provided that the debentures shall not be issued without the sanction of a special resolution of the CommunityWise Resource Centre.

ARTICLE 10 – AUDITORS

- 10.1 At the first meeting of the Directors following the Annual General Meeting, the Directors shall by resolution appoint an Auditor or an audit committee for the ensuing fiscal year of the CommunityWise Resource Centre.
- 10.2 The Auditor or audit committee shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the CommunityWise Resource Centre at a general meeting or special meeting during their tenure of office, and the report shall state:
- i) whether or not they have obtained all the information and explanation they have required; and
 - ii) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operation for the year ended on the date according to the best of their information and the explanation given to them, and as shown by the books of the Society.

- 10.3 The Auditor or audit committee of the Society 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 Directors and officers of the Society such information and explanation as may be necessary for the performance of their duties.
- 10.4 The Auditor or audit committee of the Society is entitled to attend any meeting of the members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.
- 10.5 The fiscal period of the Society shall be January 1 to December 31.

ARTICLE 11 – GENERAL PROVISIONS

- 11.1 These Bylaws may be altered, added to, or rescinded, only by a Special Resolution, passed by a majority of not less than three-fourths of the CommunityWise Resource Centre's Members entitled to vote at and present in person, at a General Meeting, notice of which specifying the intention to propose the resolution has been duly given.
- 11.2 A photocopy of these Bylaws and any amendments thereto shall be made available to each member of the CommunityWise Resource Centre without charge.
- 11.3 The accounts and books of the CommunityWise Resource Centre other than these Bylaws shall be open to inspection of all Members providing notice of not less than seven (7) calendar days is given to the Directors in possession of the books to be opened for inspection at a time and place mutually agreed upon.
- 11.4 If the CommunityWise Resource Centre becomes dormant, that is, does not exhibit any activity for one year, the funds and properties of the Society shall be held in escrow for a period of at least two (2) years. A meeting of past Members shall be held within that time to discuss whether the CommunityWise Resource Centre will be revived or dissolved. At that time, disbursement of properties and finances will be discussed.
- 11.5 Upon dissolution of the CommunityWise Resource Centre any remaining unallocated assets shall be disbursed to a Canadian charitable organization (as defined in the Income Tax Act) decided upon by the Members at the last General Meeting of the CommunityWise Resource Centre.