

EDMONTON REALTORS' CHARITABLE FOUNDATION (REALTORS COMMUNITY FOUNDATION) BYLAWS

ARTICLE 1 - PREAMBLE

- I.1 The name of the Foundation is Edmonton REALTORS' Charitable Foundation, which may also be known as the REALTORS Community Foundation, RCF or the Foundation.
- I.2 The REALTORS Community Foundation is associated with the Realtors Association of Edmonton (RAE) and membership in RAE is recognized as membership in RCF.
- I.3 This document is the general bylaws of the REALTORS Community Foundation. These bylaws regulate the transaction of business and affairs of the REALTORS Community Foundation.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

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

Foundation means Edmonton REALTORS' Charitable Foundation.

Bylaws means the Bylaws of this Society as amended.

Member means member in good standing of the Foundation;

Membership means the register maintained by the Board of Governors containing the names of the Members of the Foundation.

Board means the Board of Governors;

Governors means individuals elected or appointed to carry on the day- to-day business of the Foundation.

Executive Officers means the Governors as listed in Article 7.

Annual General Meeting and AGM means the annual general meeting described in Article 4.1

Special Meeting means the special meeting described in Article 4.2.

Special Resolution means: A resolution passed by not less than seventy-five percent (75%) of the votes cast at a duly convened meeting of the members of the Foundation. This is required for any rescission, alteration, or addition of any by-law of the Foundation.

- a. A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members; or
- b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution at a General Meeting.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

Headings: Headings are for convenience only. They do not affect the interpretation of these Bylaws.

Liberal Interpretation: These Bylaws must be interpreted broadly and generously. The invalidity of any provision of these bylaws shall not affect the validity of the remaining provisions.

ARTICLE 3 – MEMBERSHIP

3.1 Classification of Members

There are three categories of Members:

- a. Full Members
- b. General Members
- c. Honourary Life Members

Full Members: All members of the REALTORS Association of Edmonton are considered members of the Foundation

General Members: General membership is open to any individual by application to the Board and upon payment of any required membership fees.

Honourary Life Members: Honorary members are affirmed by members at an AGM based on contributions to the Foundation and its objects.

3.2 Rights and Responsibilities

All members have the right to:

- a. vote
- b. hold office in the Foundation

All members are subject to all provisions of the By-Laws and policies of the Foundation.

3.3 Withdrawal, Suspension, Expulsion

Withdrawal: Any member may withdraw from the Foundation by notice in writing to the President.

Suspension: The Board, may at a Special Meeting called for that purpose, suspend a Member's membership for up to three (3) months, if the Member has done or failed to do anything judged to be harmful to the Foundation.

Expulsion: The Board, may at a Special Meeting called for that purpose, expel any member whose conduct is considered detrimental to the Foundation.

Appeal: Any member suspended or expelled must be given the opportunity to appeal the decision of the Board.

3.4 Membership Fees

Membership Fee: A membership fee, if any, is determined by the Board

Membership year: The membership year is April 1 to March 31

ARTICLE 4 - MEETINGS OF THE MEMBERSHIP

4.1 Annual General Meeting

Notice of the AGM shall be given-at least one month prior to the meeting. The AGM shall be held prior to November 1st of each year. All members in good standing are eligible to vote.

AGM Agenda. The following order of business shall be conducted at the AGM

- a. Call to order
- b. Annual report
- c. Report of the Auditor
- d. Appointment of the Auditor
- e. Election of Governors
- f. Adjournment

Quorum shall be set at (25) twenty-five members.

4.2 Special Meetings

A special meeting of the Foundation shall be called at the pleasure of the Governors or upon request by (5) five members to the Board.

Notice: Notice will be given at least (21) twenty-one days prior to the meeting.

Quorum: Quorum is set at (25) twenty-five members.

Voting: All members in good standing are eligible to vote.

ARTICLE 5 - GOVERNANCE OF THE FOUNDATION

5.1 Board of Governors

The Board governs and manages the affairs of the Foundation. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

Board Composition

The Board will consist of a minimum of (9) and a maximum of (14) fourteen members, elected by the membership at the Annual General Meeting.

Nomination and Election

Any member of the Foundation is eligible for nomination provided their membership is in good standing and they are not a staff member.

No current Director of the REALTORS Association of Edmonton shall be eligible for nomination

At any one time, not more than (1) one General member can be elected to the Board.

Term of Office

Governors are elected for a (3) three-year term and may stand for re-election.

No Governor shall stand for more than (2) two consecutive (3) three-year terms.

The Immediate Past President is re-appointed to the Board for a one-year term or until a successor is named.

Upon completion of two consecutive terms, No Governor shall be eligible for re-election for one year.

Term of office is the calendar year commencing January 1 and expiring on December 31.

Vacancy

If a vacancy occurs on the Board of Governors, the remaining Governors may appoint a member to that position until the next AGM.

5.2 Removal of a Governor

A Governor may be expelled by resolution passed by at least (5) five other Governors where it is deemed the behaviour of the Governor goes against the Code of Conduct and where such behaviour may seriously harm the Foundation.

A Governor may be removed from office by a three fourths (3/4) vote of the voting membership at any regular or special meeting called for that express purpose

Before any such resolution is made every attempt will be made to resolve the concern

The decision of the Board of Governors shall be deemed final and there shall be no appeal process.

5.3 Resignation, Illness or Death of a Governor

A Governor may resign from office by giving one (1) month's notice in writing.

A Governor who is no longer able to fulfill their role on the Board due to illness or death will be removed from the Board by a report of the President at the next regular Board meeting.

5.4 Remuneration

The Board, members and Executive Officers of the Foundation are volunteers, and no honorarium will be paid.

Governors will be reimbursed for expenses incurred in the conduct of Foundation business and in accordance with policies of the Foundation.

5.5 Regular Meetings

Regular meetings of the Board will be held the 3rd Thursday of the month, unless otherwise decided by the Board of Governors.

5.6 Quorum for Board Meetings

A simple majority of Governors constitutes quorum.

5.7 Conflict of Interest, Confidentiality and Code of Conduct

Conflict of Interest: Any Governor who has a personal interest in any matter before the Board is bound by these bylaws and required to disclose said conflict to the Board prior to debate.

Confidentiality: Every Governor, member and employee shall respect and adhere to the confidentiality of matters brought before the Board.

Code of Conduct: All Governors and active volunteers of the Foundation will abide by the Code of Conduct as set out in policy.

Where there is evidence or reasonable grounds to believe that any board member has contravened this section, they may be suspended or removed from the Board. The sanction will be determined by the Executive Committee.

ARTICLE 6 - DUTIES OF THE BOARD

6.1 Powers and Duties of the Board

The Board has the powers of the Society, in accordance with the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects and mission of the Foundation
- b. Carrying out decisions made at meetings of the membership
- c. Approving an annual budget
- d. Raising monies
- e. Defining policies and practices
- f. Approving all contracts
- g. Providing oversight to accounts and financial records
- h. Overseeing investments
- i. Handling conflict situations promptly and fairly
- j. Appointing financial advisors and legal counsel as necessary
- k. Maintaining and protecting the Foundation's assets
- l. Delegating responsibility, power and authorities to the Executive Committee or the Executive Director of the Foundation
- m. To carry out all duties within the parameters of the Code of Conduct

ARTICLE 7 - OFFICERS OF THE BOARD

7.1 The Officers of the Board shall be:

- a. President
- b. President Elect
- c. Immediate Past President
- d. Treasurer

7.2 Election of Officers:

The Officers of the Board shall be elected from among the Board and will stand for a (1) one year term. They may stand for re-election.

ARTICLE 8 - DUTIES OF OFFICERS OF THE BOARD

8.1 President

The President's duties and responsibilities are to be as directed by the Board of Governors in accordance with bylaws and policies (moved from particulars below). The President is the presiding member of the Executive Committee and shall:

- a. Call meetings of the Board of Governors and the General Membership
- b. Preside over the above-mentioned meetings
- c. Prepare the agenda for all meetings, with input from all Governors and Executive Director
- d. Be a member ex-officio of all committees
- e. Be the official spokesperson of the Foundation
- f. Ensure there is an annual evaluation of the Board's performance
- g. Perform other duties as specified by the Board of Governors.

The President may delegate any of the duties set out in these Bylaws.

8.2 President Elect

The President Elect is a member of the Executive Committee and shall assume the duties of the President if required due to illness, absence, or vacancy. They shall:

- a. Assist the President by acting on their behalf when requested
- b. Perform other duties as specified by the Board.

8.3 Immediate Past President

The Immediate Past President is an appointed member of the Executive Committee and shall assist the Executive Committee as deemed appropriate by the Board.

Should the Immediate Past President not be available to hold office the next available Past President shall be appointed by the Board.

8.4 Treasurer

The Treasurer is a member of the Executive Committee and is responsible for oversight, direction and reporting for the financial activities of the Foundation in accordance with the bylaws policies and direction set forth by the Board.

ARTICLE 9 - DUTIES OF THE EXECUTIVE DIRECTOR

9.1 Delegation of Authority and Responsibilities of the Executive Director

The Executive Director shall, on behalf of the Board, be responsible for the general administration, organization, and management of the Foundation, in accordance with bylaws, policies and direction as set forth by the Board.

The Executive Director shall:

- a. Be an ex-officio member of the Board of Governors without voting rights
- b. Be responsible for the selection employment and control of all employees
- c. Ensure all policies and directions of the Board are carried out
- d. Ensure the Foundation complies with all legislative requirements
- e. Be the official spokesman for the Foundation when so designated by the Board

- f. Perform such duties as directed from time to time by the Board
- g. Attend all meetings of the Foundation and the Board and ensure accurate minutes are kept of the same.

ARTICLE 10 - COMMITTEES OF THE BOARD

10.1 Standing Committees

The Board will utilize (5) five standing committees:

- a. Executive Committee
- b. Audit Committee
- c. Marketing Committee
- d. Funding Allocations Committee
- e. Nominating Committee

The Board may establish additional Standing Committees by a motion of the Board at a regular meeting.

The Board may, at any time create an Ad-hoc Committee by a motion of the Board at a regular meeting.

10.2 Executive Committee

The Executive Committee shall consist of officers of the Board including:

- a. President
- b. President Elect
- c. Immediate Past President
- d. Treasurer

The President is the Chair of the Executive Committee and the President Elect is the Vice Chair.

10.3 Audit Committee

The Audit Committee shall be comprised of (4) four Officers of the Foundation

- a. President
- b. President Elect
- c. Treasurer
- d. Past President

and no fewer than (2) two members appointed from the general membership.

The Treasurer is the Chair of the Audit Committee

The purpose of the Audit Committee is to ensure all monies of the Foundation are accounted for.

10.4 Marketing Committee

The Marketing Committee shall consist of at least three (3) Governors plus the President, and no fewer than one individual appointed from the General Membership.

The Chairperson of the Marketing Committee will be selected by the Board of Governors.

The purpose of the Marketing Committee is to promote the Foundation both internally and externally.

10.5 Funding Allocations Committee

The Committee shall consist of at least six (6) Governors plus the President and no fewer than three (3) individuals appointed from the General Membership.

The Chair of the Funding Allocations Committee will be selected by the Board

The Funding Allocations Committee shall allocate funds based on need, impact and alignment with the pillars of shelter, hunger and accessibility. The Committee shall act as a screening process for applications for funding received from charitable organizations and make recommendations for funding disbursements to the Board.

10.6 Nominating Committee

The Nominating Committee shall consist of at least two (2) Governors plus the President.

The Chair of the Nominating Committee will be selected by the Board.

The Nominating Committee shall provide the Board with a list of nominees for Governors in accordance with the By-Laws and policies of the Foundation.

10.7 Ad-Hoc Committees

Ad-Hoc Committees serve in an advisory capacity to the Board. Ad-Hoc Committees are dissolved immediately following the submission of their final report or upon completion of the objective(s).

ARTICLE 11 – FINANCES

11.1 Fiscal Year

The fiscal year of the Foundation shall be from April 1 to March 31.

11.2 Bank Depositing

All funds shall be deposited in a chartered bank in the name of the Foundation.

11.3 Signing Authority

Signing authorities shall be any two people designated by the Board at the first regular Board meeting following the AGM.

11.4 Annual Audit

There shall be an annual audit completed by a Certified Accountant.

11.5 Records and Documents

The Foundation will maintain all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws. These records will be kept at the Foundation's principal place of business in digital or physical format.

Inspection of Records: The books or records of the Foundation may be inspected by any member of the Foundation by request in writing to the President and upon reasonable notice.

11.6 Borrowing Powers

The Board is not authorized to borrow money on behalf of the Foundation.

ARTICLE 12 - LEGAL DOCUMENTS/INSTRUMENTS

12.1 Seal of the Foundation

The Seal shall be kept at the registered office of the Foundation.

12.2 Authority to Affix Seal

The Seal of the Foundation shall not be affixed to any instrument or document except by the authority of the Board.

ARTICLE 13 – PROTECTION AND INDEMNITY OF GOVERNORS AND OFFICERS

The Foundation indemnifies each Governor or Officer against all costs or charges that result from any act done in the performance of their duties for the Foundation. The Foundation does not protect any Governor or Officer for acts of fraud, dishonesty, or bad faith.

ARTICLE 14 – AMENDING THE BYLAWS

These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

- a. Notice: Twenty-one (21) days' notice of the AGM or Special Meeting must include details of the proposed resolution to change the Bylaws.
- b. Effective Upon Approval: The amended bylaws take effect after approval of the Special Resolution at the AGM or Special Meeting and upon acceptance by the Corporate Registry of Alberta.

ARTICLE 15 - DISSOLUTION

Donation of Assets: In the event of dissolution of the Foundation, the net assets of the Foundation shall be donated to one (1) or more eligible charities, as determined by a special resolution conducted at a Special Meeting of members called for that purpose.