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Charitable Registration 11889 4088RR0001*

**REALTORS® Community Foundation**  
SPECIAL MEETING  
Thursday, April 29, 2021 9:00AM on Zoom  
MINUTES

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**Voting Members in Attendance:**

Nicole Mackoway (Chair)	Tom Shearer	Allan Morrison
Shirley Williams	Jennifer Lucas	Madeline Sarafinchan
Jeneen Marchant	Vesna Farnden	James Mabey
Michel Lafleur	Judy Shewchuk	Melanie Pederson
David Centis	Rennaye Miller	Wendy Theberge
Melinda Chisholm	Carolyn Campbell	Anisha Janjua
Starla O'Neal	Gail Docken	Sandy Pon
Natasha Aiello	Cheryl Larsen	Lynne Pipella
Sharon Gregresh	Brent Podruzny	

**Guests in Attendance:** Anika Zepp (Executive Director), Kristen Aspenes (Executive Director - Incoming), Carmen Wyton (Ripple Enterprises - Consultant)

**Bylaws for approval ([link](#))**

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**1.0 Call to Order**

The meeting is called to order by Nicole Mackoway at 9:05AM

It is confirmed that a quorum of 25 has been met.

Review of notice provided for meeting both on April 1 to all RAE Members and on April 7 to all Foundation mailing list recipients with subsequent updates.

**2.0 Approval of Agenda**

Motion to approve the Agenda by Jennifer Lucas, seconded by Lynne Pipella. Carried.

Nicole introduces Anika Zepp to review the bylaw amendments for consideration.

**3.0 Overview of Proposed Bylaws**

Anika introduces Carmen Wyton, the consultant that advised on the bylaw review. Carmen will be available for answers to discussion. It is requested that questions be held for after the presentation of changes. All bylaws are shared again in the meeting chat, Anika's screen is shared to show the track changed bylaws.

One voting member joins the meeting during the bylaw presentation.

Anika states that many changes were in regards to pronouns, grammar and numbering. Changes were also made to allow for online record keeping and meetings, as well as to align with the governing societies act. A review of larger changes follows.

- The addition of a preamble section at the outset of the bylaws. These were suggested by Ripple Enterprises to set a clearer context for the reader of the bylaws including the relationship with RAE.
- Updating definitions to add clarity and align with the Societies Act and add an interpretation section to provide rules of interpretation for the reader.
- Section 3 has added clarity around General Membership previously sometimes called public members, as well as inclusion of honorary life members as voting members.
- Previously unspecified in the bylaws but approved as a practice at the 2020 AGM, the January - December board term was added under section 5 as well as clarity around the length of terms and cooling off period of one year. We have also added a range of 9-14 for the number of required board members.
- Section 6 has been updated with wording suggested through the Muttart Foundation's governance manual blended with the former bylaws. The spirit of 6.1 has not changed, rather the language offers greater duties and breadth of oversight for the board.
- In Sections 7 & 8 the largest change is the addition of a Treasurer as an Officer of the Board and member of the Executive Committee. The addition of a Treasurer was advised by Ripple Enterprises, and is advised to be an elected official by AGLC. The Treasurer role is responsible for the oversight, direction and reporting for the Foundation's financial activities. The spirit of this change is to increase the Foundation's financial transparency and accountability.
- In Section 10, the Funding Allocations and Nominating Committee are added as standing committees as the board. Their respective composition and chair selection are outlined throughout the section. Both of these committees operate consistently and are called on from time to time throughout the year not only on an adhoc basis.
- 11.1 Fiscal year has been updated to April 1 to March 31. This change was made in 2015 and unfortunately was not amended in the bylaws at that time. The change allows for funds granted associated with funds raised to reflect in the same fiscal year.
- And lastly, Section 14 more specifically outlines the process for bylaw amendments.

Nicole Mackoway calls for a motion to adopt the proposed bylaws.

Motion by Melinda Chisholm: be it resolved that the Bylaws of the Edmonton Realtors' Charitable Foundation as provided to members with notice of this meeting and here again today will supersede, in its entirety, the current Bylaws filed with the Corporate Registrar for the province of Alberta on October 27, 2014. Seconded by Sharon Gregresh.

The floor is opened for discussion:

- Vesna Farnden: requests more information on the fiscal year and how the Foundation was able to operate with a different fiscal year than it's bylaws for six years.
  - Response by Anika Zepp: To be clear the Foundation has continued accurate reporting to the CRA, AGLC and Alberta Registries over the past 6 years. Though she was not here, it appears that other changes were made to ensure the change in reporting, while the bylaws were not amended. This is certainly not ideal, but we are implementing the change now, and as far as we are aware our reporting on the April - March year has not been in arrears with any of the bodies to which we report.

Nicole Mackoway calls for any more questions or discussion three times there are none. As the amendment of bylaws is a special resolution, 75% of members in attendance must vote in support of the motion for it to pass.

Given there are no further questions, a vote is for the motion moved by Melinda Chisholm and seconded by Sharon Gregresh "be it resolved that the Bylaws of the Edmonton Realtors' Charitable Foundation as provided to members with notice of this meeting and here again today will supersede, in its entirety, the current Bylaws filed with the Corporate Registrar for the province of Alberta on October 27, 2014."

The motion is supported unanimously.

#### **4.0 Closing Remarks**

Acknowledgement of the work of the Governance Committee who worked on the bylaw update.  
Introduction of Kristen Aspenes, incoming Executive Director for the next year.  
Thanks extended to Ripple Enterprises.

#### **5.0 Adjournment**

Nicole asks members three times if anybody wishes to bring forward any further matters. There are no hands raised, the agenda has been completed.

The meeting is adjourned by Nicole Mackoway at 9:29AM.