

Bylaws of A Better Calgary Association



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1. PREAMBLE

- 1.1. The name of the society is "A Better Calgary Association".
- 1.2. These articles set forth the bylaws of the Association.
- 1.3. The name of the political party registered with Elections Calgary and conjoined with the Association shall be "A Better Calgary Party".

2. OBJECTS OF THE ASSOCIATION

- 2.1. The objects of the Association are:
 - 2.1.1. to build and maintain a Calgary municipal political party that supports, nominates, and endorses candidates for election who believe in the vision and principles of the Association; and
 - 2.1.2. do all such other acts or things as are incidental to or in furtherance of the attainment of the aforementioned object.

3. DEFINITIONS

- 3.1. In these Bylaws, the following words have these meanings:
 - 3.1.1. "**Act**" means the *Societies Act*, RSA 2000 c S-14 and the regulations made thereunder, as amended from time to time;
 - 3.1.2. "**Arbitration Committee**" means the standing committee of the Association that will administer the Association's dispute resolution processes;
 - 3.1.3. "**Association**" means the A Better Calgary Party Association;
 - 3.1.4. "**Applicable Laws**" means the *Local Authorities Election Act*, RSA 2000 c L-21 and the regulations made thereunder and such other legislation as may, from time to time, be in effect governing the operations, financing, and disclosure of the Association and shall include any changes in applicable law;
 - 3.1.5. "**Code of Conduct**" means the Code of Conduct described in Article 11 of these Bylaws;
 - 3.1.6. "**Council Candidate**" means a person who has been endorsed as a candidate of the Party to contest a given Ward;

- 3.1.7. **"Elections Calgary"** means the entity that administers elections in the City of Calgary pursuant to the direction of the returning officer for the City of Calgary;
- 3.1.8. **"Elected Mayor"** means a sitting mayor of the City of Calgary who was elected as a Mayoral Candidate or who has been endorsed via the process described in Article 6.14.6;
- 3.1.9. **"Elected Councillor"** means a sitting councillor of the City of Calgary who was elected as a Council Candidate or who has been endorsed by the Board;
- 3.1.10. **"Constitutional Documents"** means those documents referred to in Article 10;
- 3.1.11. **"General Meeting"** means a meeting of the Members and includes a Party AGM and a Party SGM;
- 3.1.12. **"Mayoral Candidate"** means a person who has been endorsed as the candidate of the Party to contest the Mayoralty as described in Article 7;
- 3.1.13. **"Member"** means a member of the Association and the Party as described in Article 4;
- 3.1.14. **"Party"** means the A Better Calgary Party;
- 3.1.15. **"Party AGM"** means an annual general meeting of the Association as described in Article 5;
- 3.1.16. **"Party Board"** means the Board of Directors of the Association as defined in Article 6;
- 3.1.17. **"Party SGM"** means a special general meeting of the Association called for a specific purpose as described in Article 5;
- 3.1.18. **"Special Committee"** is a committee created by the Board to facilitate the administration of the Party and/or Association;
- 3.1.19. **"Special Resolution"** means a special resolution as defined in the Act and includes any resolution to amend, rescind, or add to these bylaws;
- 3.1.20. **"Standing Committee"** means a permanent committee of the Association and includes those set out in the Standing Committee List described in Article 10.1.2;
- 3.1.21. **"Ward"** means the electoral divisions in the City of Calgary for which councillors are elected;
- 3.1.22. **"Ward Association"** means an organization described in Article 11.4;

3.1.23. **“Ward Association President”** means the president of a Ward Association;
and

3.1.24. **“Ward Association Representative”** means an elected Ward Association
President as described in Article 6.11.

3.2. These Bylaws shall be, unless the context otherwise requires, construed and
interpreted in accordance with the following:

3.2.1. all terms contained in the Bylaws which are defined in the Act and not
separately defined herein shall have the meanings given to such terms in the
Act; and

3.2.2. words importing the singular number only shall include the plural and vice
versa.

4. MEMBERSHIP

4.1. Members shall be Canadian citizens or permanent residents of Canada who:

4.1.1. are at least fourteen (14) years of age;

4.1.2. indicate their intention to join the Association by personally authorizing an
application for membership in the Association;

4.1.3. support the Principles of the Association; and

4.1.4. have paid the prescribed membership fee, personally or through an
immediate family member (spouse, child, or parent).

4.2. For the purpose of voting at any level, voters must:

4.2.1. be a member in good standing for at least twenty-one (21) days prior to the
vote; and

4.2.2. reside in Calgary or have resided in Calgary for at least (6) months of the
previous twelve (12) months;

4.3. Members of the Association are Members of the Party. A person who ceases to be a
Member of the Association ceases to be a Member of the Party.

4.4. The Party Board will determine the prescribed membership fee.

4.5. The Party Board will reserve the right to formulate policies and procedures regarding
suspension, revocation, and reinstatement of membership.

- 4.6. No Member is, in his or her individual capacity, liable for any debt or liability of the Association.
- 4.7. Subject to such requirements for voting as set out in Article 4.2, and payment of prescribed registration fees, every Member in good standing is entitled to:
 - 4.7.1. attend, participate in, vote, and stand for election to the Party Board at any AGM or SGM;
 - 4.7.2. attend, participate in, vote, and stand for election to the board of directors of a Ward Association; and
 - 4.7.3. vote in a Council Candidate or Mayoral Candidate selection process.
- 4.8. A Member may resign their membership by providing notice to the Association in writing, in which case such resignation will be effective upon receipt.
- 4.9. A person must be a Member to serve on the Party Board, Arbitration Committee, or be an Council Candidate, Elected Councillor, Mayoral Candidate, or Elected Mayor.
- 4.10. The Association shall maintain a current list of all Members containing, at a minimum, every Member's full name, mailing address, email address, and phone numbers, and contact information, the name of the Ward Association to which the Member belongs, and the date of expiry of the Member's membership.
- 4.11. The Association will maintain the confidentiality of Member information and members consent to the use of their data and information by the Association towards the promotion of the purpose and objects of the Association.

5. MEETINGS OF THE ASSOCIATION

- 5.1. There will be two types of general meetings of the Association - a Party AGM and/or a Party SGM.
- 5.2. The date, time, location in Calgary, business to be conducted, and rules and procedures for every general meeting will be determined by the Party Board or will be as otherwise stipulated in these Bylaws.
- 5.3. Quorum for all general meetings will be the lesser of a majority of the Members or one hundred (50).
- 5.4. A Party AGM shall be held in each calendar year. At least ninety (90) days' notice of the holding of every Party AGM will be sent to all Members.
- 5.5. At every Party AGM:

- 5.5.1. the most recently published audited annual financial statements of the Association and the Party will be presented;
 - 5.5.2. the President and Vice Presidents will present reports on their activities;
 - 5.5.3. Members will be able to discuss and vote on any amendments, additions and deletions to the Association's Bylaws and Constitutional Documents; and
 - 5.5.4. elections by secret ballot will be held for positions on the Party Board.
- 5.6. A Party SGM may be called by a 50% majority vote of the Party Board, or by majority of Ward Associations by way of passing identical resolutions for a specified purpose at any time and shall be called without delay.
- 5.7. All Special Resolutions or proposed changes to the Constitutional Documents to be considered at a Party AGM or SGM will be made available to Members no less than thirty (30) days prior to a Party AGM or SGM.

6. PARTY BOARD OF DIRECTORS

- 6.1. The Party Board will be comprised of ten (10) voting members and not more than five (5) ex-officio non-voting members.
- 6.2. The voting members of the Party Board are:
- 6.2.1. President;
 - 6.2.2. Chief Financial Officer;
 - 6.2.3. Secretary;
 - 6.2.4. Vice-President (Membership);
 - 6.2.5. Vice-President (Communications);
 - 6.2.6. Vice-President (Fundraising);
 - 6.2.7. Vice-President (Outreach); and
 - 6.2.8. Three (3) Ward Association Representatives (one (1) from each of the North, Central, and South regions as set out in Article 6.11).
- 6.3. The ex-officio non-voting members of the Party Board are:
- 6.3.1. Executive Director;
 - 6.3.2. Elected Mayor;

- 6.3.3. Mayoral Candidate;
 - 6.3.4. One Elected Councillor selected by the Elected Councillors; and
 - 6.3.5. One Council Candidate selected by the Council Candidates.
- 6.4. The President who shall be the principal officer of the Association. The President, or their designate, will chair all Party AGMs, Party SGMs, and meetings of the Party Board. The President will be the primary public spokesperson of the Association in the absence of an Elected Mayor or Mayoral Candidate.
- 6.5. The Chief Financial Officer who shall be responsible for the financial affairs of the Association, oversight of the Association's accounts, and the proper maintenance of the Association's financial records. The Chief Financial Officer will oversee the preparation of the Association's budget, financial statements, and the conduct of the audit.
- 6.6. The Secretary who shall be responsible for maintaining the non-financial records of the Association and will prepare or cause to be prepared minutes for all general meetings of the Association and meetings of the Party Board. The Secretary will cause to be filed all annual returns and other filings with the corporate registrar as defined in the Act. The Secretary will facilitate and execute an open, transparent process to consult Members and bring forward any additions, amendments, or deletions of the Bylaws or Constitutional Documents at each Party AGM or SGM.
- 6.7. The Vice-President (Membership) who shall be responsible for membership.
- 6.8. The Vice-President (Communications) who shall be responsible for all forms of external and internal communications.
- 6.9. The Vice-President (Fundraising) who shall be responsible for fundraising.
- 6.10. The Vice-President (Outreach) who shall be responsible for community outreach.
- 6.11. The Ward Association Representatives who shall be responsible for helping the recognized Ward Associations in their region comply with all applicable legislation, providing a liaison between their Ward Associations and the Party Board, and fostering broader involvement, cooperation, communication, and transparency among Members. The Ward Association Representatives will be elected by secret ballot of the Ward Association Presidents in their region at the time of the Party AGM. They will serve a term to expire at conclusion of the next Party AGM. The regions will be:
- 6.11.1. North - Wards 1, 2, 3, 4, 5;

6.11.2. Central - Wards 6, 7, 8, 9, 10; and

6.11.3. South - Wards 11, 12, 13, 14.

6.12. In the event a Ward Association Representative ceases to be a Ward Association President, or a vacancy otherwise exists, the elected Ward Association Presidents will elect a replacement by a secret ballot of Ward Association Presidents in their region at a meeting called for that purpose. The replacement Ward Association President elected will serve the remaining term of the Ward Association Representative whose departure from the Party Board created the vacancy.

6.13. The President, Chief Financial Officer, Secretary, and Vice-Presidents will serve terms to expire at the conclusion of the second Party AGM following their election.

6.14. The Party Board shall have the powers of the Association, except as stated in the Act, and these Bylaws. The powers and duties of the Party Board shall include:

6.14.1. promoting the objects of the Association;

6.14.2. establishing such rules, policies, and procedures as may be necessary for the governance of the Association, the Party, and Ward Associations, except as otherwise stated in these Bylaws;

6.14.3. without limiting the general responsibility of the Party Board, delegating its powers and duties to the Executive Director or a Committee of the Association;

6.14.4. hiring, managing, establishing a role description, and terminating the Executive Director, whose duties shall include managing the day-to-day operations of the Association;

6.14.5. appointing the members of the Association's Arbitration Committee;

6.14.6. endorsing a sitting mayor of the City of Calgary to be the Elected Mayor or a sitting Councillor to be an Elected Councillor, in the event the person holding that office seeks to be affiliated with the Party, but was not elected as an endorsed candidate, where such endorsement will be accepted or rejected by the Members at a Party AGM or Party SGM to occur within ninety (90) days;

6.14.7. selecting the campaign manager for the Party's election campaign who, in consultation with the Mayoral Candidate and the Council Candidates, will develop an election platform consistent with the principles approved and maintained by the Members;

- 6.14.8. ensuring that the Executive Director establishes role descriptions, assigns duties, and sets appropriate salaries for the remainder of the Association's employees;
 - 6.14.9. maintaining and protecting the assets, intellectual property, data, and other property of the Association;
 - 6.14.10. preparing and approving an annual budget for the Association; and
 - 6.14.11. ensuring the Association complies with all Applicable Laws.
- 6.15. Voting members of the Party Board may be removed by a vote of not less than seventy-five percent (75%) of the Party Board present and voting at a meeting called for that purpose.
- 6.16. Vacancies arising from voting members of the Party Board who are not Ward Association Representatives will be filled by a vote of not less than seventy-five percent (75%) of the Party Board present and voting at a meeting called for that purpose. The term of a Member appointed to fill a vacancy will be the remaining term of the voting member whose departure from the Party Board created the vacancy.
- 6.17. Members of the Party Board will be volunteers and will receive no remuneration from the Association. The Party Board may establish such policies and procedures as may be necessary to allow for the reimbursement of reasonable expenses incurred by Party Board members while carrying out their duties.
- 6.18. Members of the Party Board will be ineligible to stand for nomination or appointment as a Council Candidate or Mayoral Candidate while serving and for a period of one (1) year after they cease to be a member of the Party Board. In the event of exceptional circumstances, this prohibition may be waived by a vote of not less than seventy-five percent (75%) of the Party Board present and voting at a meeting called for that purpose.
- 6.19. The following shall not be eligible to be Party Directors on the Party Board:
- 6.19.1. Any elected official of a School Board, the City of Calgary, the Legislative Assembly of Alberta, or the Parliament of Canada
 - 6.19.2. Any declared candidate for political office at a School Board, the City of Calgary, the Legislative Assembly of Alberta, or the Parliament of Canada
 - 6.19.3. Any political employee of any elected official of a School Board, the City of Calgary, the Legislative Assembly of Alberta, or the Parliament of Canada

6.19.4. Any employee, material contractor, or service provider of the Association or Party.

7. MAYOR

7.1. The Elected Mayor, if any, will be the primary public spokesperson for the Party until a Mayoral Candidate is selected. The powers and duties of the Elected Mayor shall include:

7.1.1. promoting the Party and its principles, while providing overall vision and direction for the Party;

7.1.2. reporting to the Party Board at least quarterly.

7.2. The person who has been endorsed as the candidate of the Party to contest the Mayoralty election shall be the Mayoral Candidate from the date of endorsement until the conclusion of the municipal election. The Mayoral Candidate will be the primary public spokesperson.

8. FINANCES, BOOKS, and RECORDS

8.1. Borrowing by the Association will be permitted and must be approved by resolution of the Party Board. Any borrowing must be compliant with Applicable Laws.

8.2. The fiscal year end of the Association shall be December 31.

8.3. A qualified accountant shall audit the books, accounts, and records of the Association, at minimum, on an annual basis.

8.4. The audited financial statements of the Association will be filed in accordance with the Applicable Laws and shall be made available for inspection by the Members after presentation at the Party AGM.

8.5. Minutes of general meetings of the Association, and meetings of the Party Board will be prepared. These minutes, and other books and records of the Association, will be kept in accordance with generally accepted corporate practice.

8.6. The Party Board will maintain custody of the Association's seal, if any, and will determine its use.

9. ACCOUNTABILITY AND GOVERNANCE

9.1. Authority within the Association resides in its Members.

9.2. Governance of the Association at its general meetings resides in its Members.

- 9.3. Governance of the Association between its general meetings resides in the Party Board as set out in these Bylaws.
- 9.4. Members of the Party Board are accountable to the Members, are fiduciaries of the Association, and shall exercise their duties and powers in accordance with the Code of Conduct, honestly and with a view to the best interests of the Association.
- 9.5. Members of the Party Board have a duty to, at all times, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.6. No member of the Party Board, employee, or Member, shall have any authority to act for or on behalf of the Association except as specifically provided for in these Bylaws, or through adoption by the Party Board of a resolution or a standing rule of order.
- 9.7. When acting within the scope of their authority, no member of the Party Board, committee member, employee, or volunteer of the Association will be liable for any debts, actions, claims, demands, liabilities, or commitments of any kind of the Association or Party. The Association shall indemnify and hold harmless each such person against any debt, action, claim, demand, liability, or commitments and will purchase and maintain insurance for the benefit of each such person.

10. CONSTITUTIONAL DOCUMENTS

- 10.1. The Association will adhere to the following Constitutional Documents created, ratified, and maintained by the Members:
 - 10.1.1. Constitutional Document 1 - "Statement of Principles";
 - 10.1.2. Constitutional Document 2 - "Standing Committee List";
 - 10.1.3. Constitutional Document 3 - "Ward Association Rules";
 - 10.1.4. Constitutional Document 4 - "Candidate Selection Rules and Procedures";
 - 10.1.5. Constitutional Document 5 - "Code of Conduct"; and
 - 10.1.6. Constitutional Document 6 - "Dispute Resolution Process".
- 10.2. Constitutional Documents may be added or deleted from this Article by way of Special Resolution.
- 10.3. Constitutional Documents may be amended as follows:

- 10.3.1. Constitutional Document 1 - "Statement of Principles" may be amended by not less than seventy-five percent (75%) of the Members present and voting at a Party AGM or SGM;
- 10.3.2. Constitutional Document 2 - "Standing Committee List" may be amended by not less than sixty-six and two-thirds percent (66.67%) of the Members present and voting at a Party AGM or SGM;
- 10.3.3. Constitutional Document 3 - "Ward Association Rules" may be amended by not less than sixty-six and two-thirds percent (66.67%) of the Members present and voting at a Party AGM or SGM;
- 10.3.4. Constitutional Document 4 - "Candidate Selection Rules" may be amended by not less than sixty-six and two-thirds percent (66.67%) of the Members present and voting at a Party AGM or SGM;
- 10.3.5. Constitutional Document 5 - "Code of Conduct" may be amended by not less than sixty-six and two-thirds percent (66.67%) of the Members present and voting at a Party AGM or SGM; and
- 10.3.6. Constitutional Document 6 - "Dispute Resolution Process" may be amended by not less than sixty-six and two-thirds percent (66.67%) of the Members present and voting at a Party AGM or SGM.

11. COMMITTEES AND WARD ASSOCIATIONS

- 11.1. The Party Board will create and maintain the Standing Committees set out in the "Standing Committee List" as set out in Article 10.1.2.
- 11.2. The Party Board may create and maintain such other Standing Committees and Special Committees as it deems necessary or advisable to fulfill its duties. The Party Board shall create terms of reference for each Standing Committee and Special Committee that it creates, that set out the composition of the committee and the scope of its responsibilities.
- 11.3. Committees may be comprised of members of the Party Board, and other Members.
- 11.4. The Ward Association is the primary organization through which the rights of Members are exercised. The Party Board shall facilitate the operation of Ward Associations, according to the Ward Association Rules established under Article 10.1.3.
- 11.5. The affairs of each Ward Association shall be guided by its Members, acting between general meetings through the Ward Association board of directors who

shall be responsible to ensure that said affairs are conducted in a manner consistent with these Bylaws and the Constitutional Documents.

- 11.6. The Party Board will be responsible for tracking and holding funds on behalf of Ward Associations. Each Ward Association's financial affairs will be segregated in a financial ledger; all books and records of such Ward Association will be available to each Ward Association's chief financial officer.
- 11.7. Only one (1) Ward Association will be recognized by the Party Board in each Ward. The Party Board may revoke the recognition of a Ward Association in accordance with Applicable Laws, if any.
- 11.8. Ward Associations shall comply with these Bylaws, the Ward Association Rules, Applicable Laws, and any other such resolutions as may be passed by the Party Board.

12. PARTY BOARD MEETINGS

- 12.1. The Party Board may meet together at such time and place as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone, video conference, or telephone conference call.
- 12.2. Not less than seven (7) days' notice of Party Board meetings shall be given by the President to all members of the Party Board and shall specify the place, the day, and hour of the meeting.
- 12.3. Quorum at meetings of the Party Board will be a majority of voting members.
- 12.4. Matters arising at any Party Board meeting shall be decided by a majority of the voting members present and voting at such meeting. The chair shall vote last.
- 12.5. Unless waived by not less than seventy-five percent (75%) of the voting members of the Party Board present and voting, all motions for consideration at Party Board meetings must be distributed to all members of the Party Board at least forty-eight (48) hours before commencement of the meeting at which such motions will be considered.
- 12.6. Motions may be moved and considered electronically by email in accordance with such rules and procedures as may be established by the Party Board.

13. RULES OF ORDER

- 13.1. The Party Board may create or adopt rules of order for any general meeting of the Association, Party Board, the standing committees set out in the Standing

Committee List, or such Standing Committees or Special Committees as created by the Party Board.

- 13.2. If the Party Board do not create or adopt rules of order, Robert's Rules of Order will govern all respective meetings, provided that such rules do not conflict with these Bylaws, in which case these Bylaws will prevail.

14. AMENDMENTS TO BYLAWS

- 14.1. These Bylaws may not be rescinded, altered, or added to except by Special Resolution.