

TOWN OF NAICAM

BYLAW NO 1-2020

A BYLAW TO ESTABLISH A COMMUNITY COUNCIL

THE COUNCIL FOR THE TOWN OF NAICAM IN THE PROVINCE OF SASKATCHEWAN ENACTS AS FOLLOWS:

Whereas the Council of the Town of Naicam deems community development, sport, culture and recreation to be considered **primary** services;

And whereas the Council of the Town of Naicam envisions that all citizens of the community should have the opportunity to engage and participate in meaningful, accessible, community experiences that promote:

- i) Individual wellbeing
- ii) Community wellbeing

And whereas the Council of the Town of Naicam deems that this vision can be best realized under the direction and coordination of a Community Council;

The Council of the Town of Naicam, in the Province of Saskatchewan, pursuant to Section 81 *The Municipalities Act*, enacts as follows:

A Community Board is hereby established to serve the Town of Naicam and this Board shall be known as the Naicam & District Community Council.

Definitions:

In this bylaw:

- i) "Community" refers to the Town of Naicam
- ii) "Council" refers to the Council of the Town of Naicam including the Administrator when acting on behalf of and under instruction of Council
- iii) "Board" refers to the Directors of the Board of the Naicam & District Community Council
- iv) "Director" refers to the members of the duly elected board of the Naicam & District Community Council; a Director is not necessarily an officer; all officers are also Directors.
- v) "District" refers to the school district of the Naicam School and includes the Town of Naicam, RM of Pleasantdale and all communities therein.
- vi) "Officer" refers to the Directors of the Board of the Naicam & District Community Council elected to and duly holding an office of the board.
- vii) "Office" refers to the positions held by Directors of the Board of the Naicam & District Community Council; offices that Directors may fill are hereby listed and defined in section 6 (i) of this bylaw.
- viii) "Committee" refers to bodies established for specific community service operations
- ix) "Community Services" – the term shall be inclusive of services, projects, events and activities related to community development and enhancement, sport, culture and recreation.
- x) "NDCC" refers to the Naicam & District Community Council

1) Title

- a) This bylaw may be cited as the Naicam & District Community Council Bylaw.

2) Purpose

- a) The Community Council shall investigate, research, and report to Council on matters pertaining to community services; and furthermore, shall support, promote and develop community services for sport, culture and recreation, within the District for the benefit and wellbeing of **all** citizens.

3) Powers of the Board

- a) The Board is empowered to advise and recommend on any and all matters pertaining to community services as outlined by the Council.
- b) The Board is empowered to manage financial resources within their budgetary guidelines and adhere to the financial management procedures of Council, under the direction of the Town Administrator or designate.
- c) The Board is empowered to appoint ad hoc committees and members to those committees from the pool of Directors and the general public as it deems necessary for the purposes of researching, developing and maintaining community services; each

committee shall consist of no less than two Directors, one of which must also be an Officer.

4) Board Function

- a) The Board, reactively, shall deal with community services as delegated by Council.
- b) The Board proactively, shall engage the citizens of the community in an effort to bring to Council, the opinions and concerns of the community regarding community services.
- c) The Board shall investigate policies that further the creation, awareness and appreciation of the value and benefits of community services.
- d) The Board will strive for provision of a full range of community services for all citizens with a focus on sport, culture and recreation.
- e) The Board will raise funds (including applying for and administering grants) to be used for specific community services, projects, events and activities as specified in resolutions of the Board or as directed by Council.
- f) The Board will administer the Saskatchewan Lotteries Community Grant Program and Community Initiatives Funds Grant Program on behalf of the Town of Naicam.

5) Board Activities

- a) General activities of the Board shall include:
 - i) Develop and manage operational financial budgets and monitor expenditures and revenues for community services.
 - ii) Develop and implement an ongoing process of strategic planning for managing and delivering community services. This plan should ensure maximum utilization of all community resources.
 - iii) Engage and involve community organizations (non-profit and private sector) for overall community strategies, and act in a coordinating role by providing human, financial and communication resources.
- b) Advisory Activities of the Board shall include:
 - i) Advise and make recommendations to Council and Community Organizations on community service related matters, including matters connected with public relations, management, regulations, supervision and operation of volunteers, programs and events.
 - ii) Advise on trends and changes and opportunities that exist relating to community services.

6) Board of Directors

- a) Membership of the Board
 - i) The Board shall consist of no less than six (6) and not more than ten (10) Directors plus one (1) Appointed Delegate.
 - (1) Appointed Delegates
 - (a) Delegates shall be as follows:
 - (i) One (1) Councillor of the Town, or other designated person who shall be appointed by resolution of Town Council.
 - (b) Appointed Delegates are voting members of the board but shall hold no office.
 - (2) Directors
 - (a) The Directors are duly elected board members who shall be elected for a term of three (3) years at the Annual General Meeting (AGM). Terms shall be staggered with no more than 3 Director terms expiring in any one year. To meet this goal, Council may extend the term of any Director for up to one year.
 - (b) Directors must be approved by Town Council at a meeting of Town Council.
 - (c) No meeting of the Board shall take place before the Directors have been approved by Council.
 - (3) Vacancies: In the event of a vacancy, the Board shall notify Council and arrange to have the vacancy filled in as expedient as possible manner.
 - (4) Nominations
 - (a) The Board shall encourage and invite each municipality within the District to nominate someone to the board to represent their community and attend the AGM.
 - (b) The Board shall issue such an invitation no later than 30 days prior to the date of the election or AGM at which members will be elected.
 - (c) The nomination form as shown in "Schedule A" to this bylaw shall be the form used for the nomination of directors. The nomination form shall be made available to the public a minimum of one month prior to the AGM.
 - (d) Candidates for Directors of the Board must reside in the District and be nominated by one member of the public residing in the District.

- b) Offices and Terms of Office
 - i) Officers of the board shall be elected from the Directors of the Board at the first meeting of the Board after the AGM. The offices to be filled are as follows and Directors shall hold office for a term of one (1) year.
 - (1) Chairperson
 - (2) Vice-Chairperson
 - (3) Financial Officer (FO)
 - (4) Communications Officer (CO)
 - ii) The offices of Chairperson, Vice-Chairperson, Financial Officer, and Communications Officer may extend up to one additional consecutive term of office. No person shall hold these offices for more than three (3) consecutive terms.
 - iii) One Director may not hold more than two offices simultaneously. The office of Chairperson may not be held by a Director who also holds another office.
- c) Duties of a Director
 - (1) DUTY OF DUE CARE: Operate in the best interests of the NDCC by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the NDCC's effectiveness and sustainability.
 - (2) DUTY OF LOYALTY: Make decisions in the best interest of the NDCC; not in his or her self-interest.
 - (3) DUTY OF OBEDIENCE: Ensure that the NDCC obeys applicable laws and acts in accordance with ethical practices; that the NDCC adheres to its stated purposes, and that its activities advance its mission.
 - (4) Other Duties:
 - (a) Advocate & Educate – Understand, represent and communicate the mission and vision of the NDCC.
 - (b) Facilitate - Foster participation in the activities of the NDCC.
 - (c) Recruit and develop leaders to serve on committees, enabling their active engagement in the community. Gather the human and financial resources to fulfill the mandate of the NDCC.
 - (d) Build Consensus – Solicit the input from the community and create a unified vision of growth.
 - (e) Stimulate Action – Inspire citizens, committee members, government, and all those with resources helpful to the community to invest in community services.
 - (f) Participate – Contribute your enthusiasm and skills to further the NDCC mission.
 - (g) Take part in special events, meetings, discussions and other happenings of the organization.
- d) Any member of the Board who is absent from three (3) consecutive meetings of the Board shall, unless such absence be authorized by the Board, forfeit his/her office and another member shall be appointed/elected in his/her place for the remainder of the term of office. The member shall not cease to be a Director unless:
 - i) The Director submits resignation in writing to the Board (whether at the Board's request or not).
 - OR
 - ii) Council exercises its power to remove the Director from the Board.
- e) All Directors shall receive a written Policy Manual. The Policy Manual shall be reviewed by all members, on an annual basis, at the first meeting of the calendar year. The Policy Manual and any changes to shall be approved by Council or a designated person or committee thereof, and shall not be in effect without said approval.
- f) Directors shall ensure that no policy of the board may contradict or go against this Bylaw in form or in spirit or intent.
- g) All Directors are volunteers and are not eligible to receive honorariums, gifts or remuneration from the Board except for the following: service awards at the end of a term provided they adhere to a service awards policy set by a resolution of the Board and that this policy is applied consistently for all Directors, and reimbursement for expenses and purchases made on behalf of the Board with approval by the a Board.

6) Roles & Responsibilities

- a) Chairperson
 - (1) The Chairperson is an elected office of the board, assure that the Board of Directors fulfills its responsibilities for the governance of the NDCC. The

Chairperson will work to achieve the mission of the Institution and optimize the relationship between the board, it's Directors, the community and Council.

(2) Responsibilities:

- (a) Chair meetings of the Board. See that it functions effectively, interacts with Council optimally, and fulfills all its duties. With the Vice-Chair and CO, develop agendas.
 - (b) With the Vice-Chair and CO, recommend composition of the Board Committees. Recommend committee chairperson with an eye to future succession.
 - (c) Assist the in-recruiting Board and other talent for whatever volunteer assignments are needed.
 - (d) Reflect any concerns Council has regarding the role of the Board.
 - (e) Reflect to Council the concerns of the Board.
 - (f) Present to the Board an evaluation of the pace, direction, and organizational strength of the NDCC.
 - (g) Annually focus the Board's attention on matters of governance that relate to its own structure, role, and relationship to management. Be assured that the Board is satisfied it has fulfilled all its responsibilities.
 - (h) Fulfill such other assignments as the Board or Council agrees are appropriate and desirable for the Chairperson to perform.
 - (i) Ensure an adequate number of meetings are held per year, in accordance with this bylaw.
- b) Vice-Chairperson, also referred to herein as Vice-Chair, is an elected office of the Board.
- i) The Vice-Chair shall:
 - (1) provide support to the Chairperson, and where the Chairperson is unable to unwilling to do so, or in the absence of a Chairperson, fulfill the duties of the Chairperson as laid out herein.
- c) Financial Officer (FO) is an elected office of the Board.
- i) The Financial Officer shall present the financial statements to the Board at meetings of the Board.
 - ii) A Treasurer may be appointed by Council. If one has been appointed by Council, the FO shall communicate with the Treasurer and deliver to the Treasurer the minutes, records and devices of the NDCC within 72 hours of each month end to ensure proper accurate keeping of records and financial statements.
 - (1) The FO shall, in absence of a Treasurer, take on all the duties and obligations of the Treasurer listed herein.
 - (2) The FO shall perform other duties prescribed by the Board or Council.
- d) Communications Officer (CO) is an elected office of the Board
- i) The CO shall:
 - (1) Be an active conduit for communication between the Board, Council, and the community, by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
 - (2) If a Secretary has been appointed, obtain minutes from the secretary and proofread prior to distributing.
 - (3) Be knowledgeable of the organization's records and related materials, and will provide advice and resources to the board on relevant topics at issue.
 - (4) Know and comply with notice requirements, which are particularly important and must be complied with strictly, as improper notice can open the NDCC up to challenge.
 - (5) Maintain accurate documentation and meet legal requirements, and maintain a board binder containing the governing documents (bylaws), key governance policies, minutes of board meetings, etc. and keep a secure backup of electronic copies of documents.
 - (6) Ensure adequate comparability data is attached to board actions which rely on such information (e.g., for purposes of getting a rebuttable presumption of reasonableness).
 - (7) Be responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible for inspection by directors and/or Council or other designated persons.
 - (8) In the absence of a Secretary, record, prepare and distribute accurate minutes and fulfill all the duties and functions of the Secretary.
- e) Secretary is an appointed duty of the Board, not an office. The Secretary is appointed by Council annually unless Council defers this appointment to the NDCC. The Secretary on their own is not a voting member of the Board, and thus can be appointed from the

general population. A Director of the Board may be appointed the duties of Secretary, in which case their ability to vote is based on their election as a Director.

i) The Secretary shall:

- (1) Take the minutes of regular meetings, prepare and distribute them to the CO no less than two weeks prior to the next regular meeting in the manner and to the standards deemed acceptable by the Board.
- (2) A request to remove or replace the appointed secretary must be submitted in writing to Council with reasoning and justification.
- (3) A request to remove or replace the appointed book-keeper must be submitted in writing to Council with reasoning and justification.
- (4) The book-keeper may be requested to be present at any meeting of the Board but is not required to do so.

f) Treasurer is an appointed duty of the Board, not an office. The Treasurer is appointed by Council annually unless Council defers this appointment to the NDCC. The Treasurer on their own is not a voting member of the Board, and thus can be appointed from the general population. A Director of the Board may be appointed the duties of Treasurer, in which case their ability to vote is based on their election as a Director.

i) The Treasurer shall:

- (1) keep accurate financial records for the NDCC;
- (2) deposit money, drafts, and checks in the name of and to the credit of the NDCC in the banks and depositories designated by the board;
- (3) endorse for deposit notes, checks, and drafts received by the NDCC as ordered by the board, making proper vouchers for the deposit;
- (4) disburse NDCC funds and issue checks and drafts in the name of the NDCC as ordered by the board;
- (5) upon request, provide the Board, Council or designated person(s) an account of transactions and of the financial condition of the NDCC; and,
- (6) communicate to the FO, the financial statements and condition of the board.

7) Meetings of the Board

- a) All meetings of the Board and its committees are public meetings, and therefore shall be held at a regular time and place open to the public.
- b) The Board may not hold more than two Board meetings in a calendar month (including special meetings but excluding committee meetings).
- c) All Directors, Appointed Delegates, and the Secretary shall receive a minimum of one day prior, an agenda of regular and special meetings whether through email or other means of communication, as approved by the board.
- d) All meetings shall follow the Town of Naicam's Council Procedure Bylaw unless otherwise defined herein.
- e) All actions of the Board shall be by resolution formally moved and adopted.
- f) All Directors shall be caused to vote on each question except a Director who declares themselves in a conflict of interest on the said question. That Director shall declare interest and leave the meeting while the discussion and vote take place.
- g) All members shall have the right to vote. The question shall be decided by a majority of votes.
- h) In the case that the number of elected directors is six (6) or seven (7), four (4) Directors shall constitute a quorum, and in the case that the number of elected directors is eight (8) or nine (9), five (5) Directors shall constitute quorum.
- i) A meeting shall not be called to order and no business shall be conducted by the Board in the absence of a quorum.
- j) Regular Meetings
 - i) Regular meetings shall be held a minimum six (6) times per year. Regular meeting dates and times are to be set annually at the first meeting of Council after the AGM. The list of regular meeting dates and times is to be delivered to Council no less than 48 hours after the meeting in which the meeting dates are set.
- k) Special Meetings
 - i) The Board may hold special Board meetings at the call of the Chairperson with minimum one week notice to Directors in writing or by electronic mail other means of notification approved by the board.
- l) Annual General Meetings (AGM)
 - i) As the NDCC is not a membership corporation, this is not a meeting of general members, as there are no general members. The AGM is considered an annual meeting of the Board open to the public and is to follow the same rules of order and requirements for quorum as all other board meetings.

- ii) The date and time for the AGM shall to be set annually at the first meeting of Council after an AGM and shall form a part of the list of meeting dates and times set and distributed.
- iii) Community stakeholders shall be invited to this meeting.
- iv) Any entertainers, speakers or presenters outside of reports from Directors, are to take place outside of the meeting itself, either prior to the Call to Order or after the Adjournment.
- v) Notice of the date and time of the AGM must be posted publicly a minimum of one month prior to the AGM. The notice must contain an agenda for the AGM and the Directors, Appointed Delegates, the Secretary, the Treasurer, the Municipal Administrator, and the Mayor, shall also receive a copy of said Notice and Agenda, whether through email or other means of communication, as approved by the board.

8) Procedures of the Board

- a) Minutes:
 - i) All resolutions, decisions and other proceedings of the Board shall be recorded and entered in the minute book by the Secretary of the Board.
 - ii) The minutes are to be signed by the Chairperson and Secretary once adopted.
 - iii) All members shall receive written copies of the minutes and the secretary shall forward a copy of all regular and special meeting minutes by whatever form of delivery is approved by the board to the members and the Town.
- b) Reporting:
 - i) The Board shall submit annually, no later than January 15, a written report that accounts for all activities of the Board from the previous year. This report shall then be presented by the Board Chairperson at the next regular meeting of Council.
 - ii) The Board shall submit regular reports pertaining to community services to local/social media and use other such promotional outlets deemed appropriate.
- c) Fiscal Responsibilities of the Board
 - i) The financial year of the Board shall commence on the first day of January and close the thirty-first day of December each year.
 - ii) The Board shall submit financial operating budgets for **all** activities, programs and events to Council on or before the 15 day of February each year.
 - iii) The Treasurer shall oversee the Community Council Financial Operations and **all** finances shall be channeled through, and form a part of, the municipal Council operating budget. All revenues and expenditures for community services shall be accounted for, utilizing the procedures set forth by Council and Administration.
 - iv) The Board shall review and monitor financial accounts at their monthly meetings and the account reports shall be prepared by the Treasurer and presented to the Board meeting by the FO. These financial account reports shall also form a part of the "Board Meeting Package" sent out by the CO.
 - v) The Board, its committees, and staff/volunteers shall be authorized to expend finances on community services only as per the approved annual budgetary guidelines of Council and under any other restrictions or guidelines set forth herein or by Council.

9) General

- a) All members of the Board and its Committees are deemed to be agents of the Municipality and are additionally insured under the Town of Naicam General Comprehensive Liability and Errors and Omissions Insurance Policies, the costs of which are paid by the municipality.
- b) This bylaw, shall, at the first regular meeting of the Board annually, be distributed and read by all members of the Board.
- c) *The Municipalities Act* shall govern all procedures of the Board not outlined in this bylaw.

10) Committees of the Board

- a) As a power of the Board, it may appoint ad hoc committees and members to those committees from the pool of Directors and the public as it deems necessary for the purposes of researching, developing and maintaining community services; each committee shall consist of no less than one Director, one of which must also be an Officer.
- b) All committee meetings are public meetings and shall be held at a time and place open to the public.
- c) A secretary of the committee will be appointed by the committee members at the first meeting of the committee.

- d) The chairperson of the committee will be appointed by the Board. The committee chairperson must send an agenda to the secretary a minimum of 72 hours prior to a committee meeting.
- e) The secretary of the committee must send an agenda with the minutes of the previous meeting must be to all committee members at least 48 hours prior to each meeting.
- f) Committees decisions are to be made by a resolution of the committee are not binding until approved at a meeting of the Board.

11) Repeal Bylaw

That Bylaw No. 5/2018 be repealed.

12) Effective Date

- i) This Bylaw shall come into force and take effect on approval by the Town of Naicam Council.

Read a first time this 14th day of January 2020
Read a second time this 14th day of January 2020
Read a third time this 14th day of January 2020

Mayor

Chief Administrative Officer

(Seal)

Certified a true copy of Bylaw 1-2020
Passed by the Town of Naicam Council on
14th day of January, 2020.

Chief Administrative Officer

NDCC Nomination Form

Please Print Legibly.

I _____ of _____
(Please print name) (Please print Municipality)

have been nominated as a candidate for Director of the Board of the Naicam and District Community Council by the following community member from the Naicam school district. By signing this form, I hereby accept this nomination.

Candidate Signature

Date: _____

Nominator

I hereby nominate the above candidate to be a Director of the Board of the Naicam & District Community Council. I confirm that I do reside in the Naicam school District.

Name Municipality of Residence

Nominator Signature

Date: _____