



Family and Community Support Services Association of Alberta

PROPOSED BYLAWS: FAQs

November 2026



THE FAMILY AND COMMUNITY SUPPORT SERVICES ASSOCIATION OF ALBERTA (the “FCSSAA”)

Frequently Asked Questions: Proposed Amendments to the FCSSAA’s Bylaws (the “Bylaws”)

Note: Capitalized terms used but not defined in these FAQs have the meanings given to such terms in the proposed Bylaws.

1. Why is the FCSSAA updating its Bylaws?

The current Bylaws are dated November 2024 and, while they have served the FCSSAA well, a comprehensive review of the Bylaws identified a number of areas where modernization, clarification, and alignment with Alberta’s *Societies Act*, RSA 2000, c S-14 (the “*Societies Act*”), are recommended. The proposed amendments are intended to strengthen governance practices, provide clearer definitions and processes, protect both the FCSSAA and its Members, and ensure the Bylaws reflect how the FCSSAA actually operates today.

2. What are the key changes being proposed?

At a high level, the most notable changes are as follows:

Terminology and Definitions. In the proposed Bylaws, the definitions section has been revised, including by introducing defined terms such as “Appeal Committee”, “Departing Member”, “Directors’ Network Representatives”, “Permitted Range”, “Service Cap”, “Special Resolution”, and “Voting Delegate”, among others. These additions occur primarily because the proposed Bylaws introduce a number of new substantive concepts and governance mechanisms, and each of those concepts needs a clear, consistent defined term to function properly throughout the Bylaws. The term “FCSS Board” has been replaced throughout the proposed Bylaws with “FCSS Authority” to recognize that not all FCSS programs have a board of directors. See Article 1.

Membership Categories. The proposed Bylaws more clearly establish two membership categories — “Voting Member” and “Non-Voting Associate Member” — with clearly delineated rights for each. All Voting Members and Non-Voting Associate Members are entitled to attend, participate, and speak at all Annual and Special General Meetings of the FCSSAA, but only Voting Members may vote at these meetings. This reflects the nature of the FCSSAA and good governance practice. See Articles 2.1-2.3.

Membership Cancellation and Appeal Process. In the proposed Bylaws, the ability to cancel a membership has been revised. Previously, this power was held by the Voting Members. Now, it is held by the Association Board, which must act by majority resolution and only for justifiable cause. This is a more typical governance approach, as the Association Board is better positioned to make these decisions in a deliberate and accountable manner. Further, a new appeal process has been introduced, allowing a Departing Member to appeal its membership cancellation on the grounds of bad faith, with the matter heard by an independent Appeal Committee. See Articles 2.6-2.7.

Regions Referenced on Website. Rather than hard-coding the specific region names and boundaries into the Bylaws (and Schedule “A” to the current Bylaws), the proposed Bylaws refer to the regions as outlined on the FCSS’ website. This approach avoids the need for a formal amendment to the Bylaws every time regional boundaries change. See Article 3.1.

Board Composition and Vacancies. The proposed Bylaws introduce new provisions that address vacancies in Regional Representative positions. Under these provisions, a vacancy on its own does not mean the Association is in breach of its Bylaws, nor does it invalidate any actions taken by the Board, so long as the total number of

Directors remains within the Permitted Range (i.e., 11-17 Directors). These provisions formalize the FCSSAA's existing practices. See Articles 4.1.3-4.1.5.

Eligibility. The proposed Bylaws make explicit that the President and Regional Representatives cannot be employees of an FCSS Authority, while Directors' Network Representatives must be employees of an FCSS Authority. Making this an explicit requirement ensures the distinction between governance representatives and operational staff representatives is maintained. See Article 4.2.

Election and Term. In the proposed Bylaws, nominees for President generally must be current or recent Board members (within the past 365 days). This ensures that whoever leads the FCSSAA has recent and firsthand familiarity with its governance, operations, and ongoing priorities. However, this could create a problem if no one with this Board experience steps forward. Accordingly, if no nominations are received from individuals meeting this criterion, then any individual Member or individual representative of a Member may be nominated for President. Regional Representatives and Directors' Network Representatives now have clearly defined two-year terms, reducing ambiguity about succession timing. In the proposed Bylaws, an eight-year consecutive Service Cap has been introduced for all Directors, with a limited extension available for the completion of a term as President. A service cap is a standard governance practice designed to promote board renewal, bring fresh perspectives, prevent entrenchment, and ensure that no single individual holds outsized influence over an extended period, while still allowing experienced directors to return after a break. In the proposed Bylaws, the Secretary must maintain a register tracking each Director's term and total years of consecutive service. This provides a transparent, centralized record that makes it easy to track who is approaching the Service Cap and when terms are expiring. See Article 4.3.

Fiduciary Duties. In the proposed Bylaws, new language clarifies that Board members must act in accordance with their fiduciary duties to the Association, and that Executive Committee members, as officers of the FCSSAA, are fiduciaries. By using the concept of "fiduciary duties," the proposed Bylaws put Directors and officers on clear notice that they are held to this well-established legal standard, which includes the requirement to act honestly, in good faith, and in the best interests of the Association. See Articles 4.4.4 and 4.11.2.

Quorum. In the proposed Bylaws, the Association Board quorum has been changed from a fixed number of nine Directors to 50% plus one of the Directors in attendance at the commencement of the meeting of the Association Board. This revision was driven by practical concerns about the Association Board's ability to achieve quorum, particularly given the variable size of the Association Board. For example, if the Board had 11 members, a quorum of 9 out of 11 would be an exceptionally high threshold, making it very difficult to conduct business if a few Directors were unavailable. See Article 4.9.

Minimum Board Meetings. The proposed Bylaws require a minimum of four Board meetings per year. Previously, in theory, the Association Board could go an extended period without meeting if the President did not call a meeting. This revision is a common governance safeguard; it ensures the Association Board meets regularly, which will help the Association Board to fulfill oversight responsibilities, promptly review financial matters, monitor the FCSSAA's activities, and address any issues that arise. See Articles 4.11-4.12.

Other Meeting Provisions. In the proposed Bylaws, Directors may now participate in meetings by telephone or teleconference as of right, without requiring the consent of all other participating Directors. The notice period for Special General Meetings has been reduced from at least thirty (30) days to at least twenty-one (21) days. Resolutions now require approval by Special Resolution (75% of those voting) rather than the previous two-thirds

threshold. These changes were driven by a desire for modernization and reflect how Board meetings actually function in practice, and/or were made to align with the *Societies Act*. See Articles 4.18, 5.6, and 5.11.3.

Signing Authority. In the proposed Bylaws, the FCSSAA's signing authority has been updated to reflect the FCSSAA's current practices and policy. The Executive Director (or Acting Executive Director) and any two Board members have signing authority. See Article 6.

Indemnification. In the proposed Bylaws, the indemnification clause has been modernized to provide broader, clearer protection for Directors, officers, and former Directors and officers of the FCSSAA, to the fullest extent permitted by the *Societies Act*. See Article 11.

3. How do these changes impact the Members?

The following are the most notable changes for Members to be aware of (assuming the proposed Bylaws are passed):

- The definition of "Good Standing" has been refined: a Member is now in Good Standing if the FCSSAA has received full payment of the annual membership fee, or if the Member has provided evidence of intention to pay satisfactory to the Board. The prior definition simply required fees to have been paid. See Article 1.1.13.
- Members wishing to resign must now provide at least thirty (30) days' written notice to the President. The prior Bylaws required written notice but did not specify a minimum notice period. See Article 2.5.
- If a membership is cancelled by the Association Board, the affected Member now has a clear, formal right to appeal on the grounds of bad faith, which is a process that did not exist under the prior Bylaws. See Articles 2.6-2.7.
- The notice period for Special General Meetings has been reduced from at least thirty (30) days to at least twenty-one (21) days, to align with the *Societies Act*. See Article 5.6.
- Resolutions presented at the AGM now require approval by Special Resolution (not less than 75% of those voting), rather than the prior two-thirds threshold. See Article 5.11.3.

4. What does a Voting Member need to do to approve (or reject) the proposed Bylaws?

The proposed Bylaws must be approved by a Special Resolution. See Article 5.12.

Voting Members are encouraged to:

Review the proposed Bylaws, these FAQs, and the redline document showing the proposed amendments to the current (2024) version of the Bylaws to understand what is being proposed.

Attend the Annual General Meeting at which the amendments will be put to a vote.

Designate Voting Delegates as needed. Each Voting Member may appoint up to two Voting Delegates to attend and vote at the Annual General Meeting on behalf of the Voting Member. The Voting Member must provide the

FCSSAA with official notification naming its authorized Voting Delegates in advance of the meeting. See Article 5.8.

Vote in favor of the proposed amendments if, after reviewing the proposed Bylaws, the Voting Member supports the changes. A Voting Member should not vote in favor of the proposed amendments if that Voting Member does not support the changes. A Special Resolution requires at least 75% approval to pass. See Article 5.12.

5. When will the proposed Bylaws take effect (if they are approved)?

The proposed Bylaws are dated November 2026. They will take effect if and when the Special Resolution approving them is passed. All Members are encouraged to review and remember the content of the Bylaws going forward in order to understand applicable rights and obligations.

6. Who was involved in preparing the changes to the Bylaws?

The current Bylaws were reviewed, and the proposed Bylaws were prepared, with input from the FCSSAA's Executive Committee, the Board, and Dentons Canada LLP as external legal counsel. Comments and feedback from multiple stakeholders were considered throughout the drafting process.

7. Where can I find more information about the proposed Bylaws?

Members are encouraged to review the proposed Bylaws and the redline comparison document comparing the proposed Bylaws to the current Bylaws, both of which have been made available to Members. Regional information is available on the FCSSAA's website. Questions may be directed to the FCSSAA Executive Committee or the Secretary of the Association Board.