

By Laws relating to the transactions and business affairs of the
Intelligent Community Forum Canada (hereafter the Corporation).

Definitions

“Elected Official” any person elected by the population of their region to represent a community or city.

“Staff” any person employed by a city or community that was not elected to the position.

“Paid up Member” means any Canadian community and/or key representative of the community (e.g. Chamber of Commerce, University or other recognized community entity accepted by the Board) having been nominated at a minimum to the Top 21 category in the ICF Awards Program and who is paid up to either ICFF or ICF Canada.

“Top 21 Member” means any Canadian community having successfully achieved the level of the Top 21 category in the ICF.

“Subscriber” means any Canadian City/Community who has paid their fee to be able to access the ICF Canada Board Directors and ICF Canada materials.

“Partner” means any private sector company that has paid their dues to ICF Canada under an agreement acceptable to ICF Canada and the partner.

“General Member” means an official voting member of the Corporation and who shall be a Board Member.

Composition of the Board

The Board will consist of a minimum of 3 and a maximum of 18 Directors. The actual number shall be determined from time to time by a resolution of the Board. There will be no compensation for Board Members.

The President of the ICF Canada, to be deemed a full-time employee, shall not be a Board Director, but will always be invited to attend and be heard at all Board Meetings and all Committee meetings. By decision of the Chair, the President may be asked to run the Board Meetings on the Chair’s behalf.

Board Directors will be voted from the pool of Paid up Members of the Corporation by the Smart 21 Members, Subscribers and Partners. Should there be insufficient participation, additional Directors may be elected at large.

A Director may be nominated by the Executive Committee to the Board. The Board will approve all new Board Members at its AGM.

The Board shall have one Chair who will be elected by the Board. The Board shall have up to four Vice-Chairs (one each representing Western Canada, Ontario, Quebec and Eastern Canada) who will be elected by the Members.

The Chair and Vice Chairs should be Elected Officials or C-level Executives from Canadian Corporations, Universities or Non-profits. Other directors may be from the “staff” level of organizations.

Board Directors normally serve for a period of three years and care should be taken to ensure that there is overlap using a rotation system. Directors should not serve longer than 6 years.

Should a Board Director cease to qualify (e.g. leaves his/her position or fails to remain current on membership dues) he/she will be deemed to be no longer a Board Director. If the Director is deemed by the Board to be of particular value as a Board Director the Board may, by simple majority, elect to invite the Director to extend for a specific period of time.

Nominating Committee

The nominating committee will be the Chair and the Vice Chairs.

Powers of the Board.

The Board shall appoint the President (and optionally a CFO) for a term to be specified. The President will be the sole employee of the Board.

The Board shall approve the 3-Year Strategic Plan and Annual Operating Plan of the Corporation.

The Board empowers the President and one other member of Management to approve contracts up to \$500k USD, contracts over that amount require Board Approval.

Place and Timing of Meetings

Notice of meetings shall be provided with at least 48 hours’ notice. Directors may attend meetings in person or electronically.

There will normally be 3 meetings per year and directors are expected to attend at least 2 meetings however the Board can change timing and schedules at its discretion. All Directors are encouraged to attend the Annual ICF Summit and Board meeting in June, which will constitute its AGM.

Quorum

A quorum will be the majority of Directors at the meeting.

Remuneration and Expenses

Directors will serve without remuneration and may rarely be reimbursed for expenses directly related to Corporation’s work with the prior approval of the President and the Chair.

Committees of the Board

The Board may strike committees and advisory groups from time to time that may include Directors of the Corporation. Those committees shall not exercise the authority of the Board.

Executive Committee

The Board shall establish an Executive Committee which shall consist of at least 3 Directors and should be delegated certain authorities of the Board. The President and CFO (if named) shall participate and be heard in Executive Committee Meetings.

Indemnity

The Corporation shall save harmless any Director acting in good faith in carrying out activities of the Corporation. Suitable Directors and Officers Insurance shall be secured on an annual basis.

Author: Bruce Lazenby, Chair, ICF Canada

Adopted December 13, 2015