

## **ARTICLE 1: LEAGUE DEFINITIONS**

### **1.01 Name of Society**

“The League” shall mean the Callingwood – Lymburn Community League, hereinafter referred to as “the League” or “CLCL”.

### **1.02 Societies Act**

“The Societies Act” shall mean The Societies Act being Chapter S-14 of the Revised Statutes of Alberta 2000 (RSA 2000), and amendments thereafter. This document shall be interpreted in a manner consistent with the Societies Act. Any items on which this document is silent, or on which this document is found to disagree with the Societies Act, will be interpreted in accordance with the Societies Act.

### **1.03 Incorporation Under the Societies Act**

The League shall be incorporated under the provisions of the Societies Act, RSA 2000 and any amendments thereafter.

### **1.04 League Officers**

The Executive Committee, Executive Board or Executive shall mean the Board of Directors of the League as outlined in Article 7.01a of these bylaws.

### **1.05 League Directors**

The Board of Directors, League Directors, Directors or Board shall mean the Officers and Chairperson of those committees as outlined in Article 7.01 of these bylaws.

### **1.06 League Members**

For the purposes of these bylaws, a “member” shall mean a Regular Member, as defined in Article 3.

### **1.07 Meetings**

Robert’s Rules of Order Newly Revised shall apply to all questions of procedures and parliamentary law not specified in these bylaws, or the requirements of the Societies Act of Alberta. Additionally, this model shall be used to govern all meetings specified.

### **1.08 Robert’s Rules of Order**

Robert’s Rules of Order Newly Revised shall apply to all questions of procedures and parliamentary law not specified in these bylaws, or the requirements of the Societies Act of Alberta. Additionally, this model shall be used to govern all meetings specified.

## **1.09 Special Resolution**

A “Special Resolution” shall mean a resolution passed by a majority of not less than three-fourths (3/4) of members, in good standing, present in person at an Annual or General Meeting or at a Special Meeting called for that express purpose, upon the giving of fourteen (14) days notice.

## **ARTICLE 2: BOUNDARIES**

### **2.01 Physical Description**

The Callingwood - Lymburn Community League shall comprise of the area north; of 69<sup>th</sup> Avenue – from Anthony Henday Freeway to 178<sup>th</sup> Street, then north of 64<sup>th</sup> Avenue – from 178<sup>th</sup> Street to 170<sup>th</sup> Street; south of 79<sup>th</sup> Avenue, west of 170<sup>th</sup> Street and east of Anthony Henday Freeway.



## **ARTICLE 3: MEMBERSHIPS**

### **3.01 Regular Members**

Anyone, 18 years of age and over, residing within The League’s boundaries, as defined by these bylaws, may become a member of the CLCL upon payment of the annual dues to the Treasurer of the League (full member).

A “family” is any group residing in one household acting as a family unit with a maximum of two (2) votes per family membership.

### **3.02 Associative Members**

An Associative Membership may be granted by the Executive, to those persons residing outside The League’s boundaries, as defined by these bylaws.

Holders of such membership will be entitled to full membership rights except any associative member running for President must have served on the executive in another capacity for not less than one (1) year.

### **3.03 Honourary Members**

An Honourary Membership may be granted by the Executive in special circumstances. Holders of such membership will be entitled to full membership rights except the holding of an elected position.

### **3.04 Membership Terms**

Membership shall be for a period of one year, and this year shall commence on the 1<sup>st</sup> day of September and end on the 31<sup>st</sup> day of August of the following year.

### **3.05 Membership Fees**

Annual membership fees for each category of the membership shall be recommended by the Board of Directors and subject to ratification by a simple majority vote of delegates prudent and entitled to vote at an Annual General Meeting.

### **3.06 Requirements for Membership Withdrawal**

Any member wishing to withdraw from The League, while possessing a valid membership, may do so by giving notice in writing or by email to the Secretary of The League. There will be no refund of any membership fee paid.

### **3.07 Suspension of Membership**

The Board of Directors shall have the right to suspend membership of any member for one or more of the following reasons:

- a) If the member has failed to abide by the Bylaws
- b) If the member has failed to abide by CLCL's Code of Conduct or Behaviour & Conduct Policy

## **ARTICLE 4: MEETINGS**

### **4.01 Annual General Meeting**

- a) The Board of Directors shall decide on the date and place of the Annual Meeting, which shall be held within six (6) months of the end of the fiscal year.
- b) The Annual Meeting shall be held at such a time as may be determined by the League at its General Meeting for the purpose of: receiving reports of the Officers for the preceding fiscal year; examining the financial statements of the preceding fiscal year; and transacting such business that may legally come before the meeting.

- c) At least thirty (30) days' notice shall be given to all members of the date, time and location of the meeting. The meeting shall be sufficiently advertised in mediums the members of the League would be familiar with.
- d) If a quorum is not present at the Annual General Meeting, a Special Resolution Meeting can be called giving at least fourteen (14) days' notice.

#### **4.02 Board of Directors Meetings**

- a) Board of Directors meetings shall normally be held monthly, 8 to 10 times a year, at such a time and place as the Board of Directors shall decide.
- b) If at the time appointed for the Board of Directors meeting, a quorum is not present, the meeting shall be rescheduled for half an hour after the original meeting, with all members in attendance constituting quorum.

#### **4.03 Special General Meetings**

- a) A Special General Meeting may be called by the Board of Directors by its own motion, or:
- b) A Special General Meeting shall be called at any time by the President and shall be called upon receipt of written request to the Secretary signed by ten (10) or more members.
- c) Business at such meetings shall be limited to those items listed in the notice of the meeting.
- d) At least thirty (30) days' notice shall be given to all members of the date, time and location of the meeting. The meeting shall be sufficiently advertised in mediums the members of the League would be familiar with.

#### **4.04 Executive Officer Meetings**

- a) An Executive meeting may be called at any time by the President or the executive Board. Such Executive meeting shall be held within seven (7) days.
- b) Only the business for which the Executive Meeting has been called will be dealt with.

### **ARTICLE 5: QUORUM**

#### **5.01 Annual General Meeting Quorum**

The quorum necessary for the transaction of business at any Annual General Meeting of the League shall not be less than eight (8) members entitled to vote.

### **5.02 Board of Directors Meeting Quorum**

The quorum necessary for the transaction of business at any Board of Directors Meeting of the League shall not be less than four (4) members entitled to vote.

### **5.03 Special Meeting Quorum**

The quorum necessary for the transaction of business at any Special Meeting of the League shall not be less than eight (8) members entitled to vote.

### **5.04 Executive Officer Meeting Quorum**

The quorum necessary for the transaction of business at any Executive Meeting of the League shall not be less than three (3) members entitled to vote.

## **ARTICLE 6: VOTING**

### **6.01 Voting Power**

- a) Each member of the League in good standing (maximum two (2) votes per family membership), shall have the right to vote on matters pertaining to the League, in person and not by proxy.
- b) Such voting will be made in person, and not by proxy or otherwise.
- c) All meetings of the Board shall be open to the members, but only Directors and Program Directors shall be entitled to vote. No person other than the persons entitled to vote shall take part in debates or address the meeting without the permission of the Chair or President.
- d) A show of hands will be adequate for voting, unless a written ballot is requested by two-thirds (2/3) of those in attendance for nomination/elections, financial issues and any controversial issues.

### **6.02 Meeting Chair**

- a) Each meeting shall have a Chair, in accordance with the hierarchy set out in Article 7
- b) Executive Meetings notwithstanding, the Chair may not vote on any resolution. In the event of a tie for any resolution requiring a majority, the Chair shall have the deciding vote.

### **6.03 Motion Carry Threshold**

- a) Resolutions, polls and elections are satisfied by a majority vote.

- b) Financial approvals by the Board exceeding \$500, as well as approval of the removal of a Board member, must be satisfied by a majority.

#### **6.04 Email Motions**

- a) Motions by email may be made for urgent matters that arise between Board of Directors meetings and during the summer holidays.
- b) Emails will be sent to the Executive (set out in Article 7.01) if all positions are filled except the Past President. If all positions are not filled, emails will be sent to the Executive plus Program Directors that hold non-paying positions. Sensitive matters may be restricted to the Executive after being passed by Board.
- c) The motion will expire in five (5) calendar days from its proposal or at the start of the next Board of Directors meeting, whichever comes first.
- d) A majority is required to pass the motion. The Secretary will be responsible for tallying the votes and informing the Board of the outcome.
- e) All motions, whether passed or defeated, will be captured at the start of the next Board meeting for inclusion into the minutes.

### **ARTICLE 7: BOARD OF DIRECTORS**

#### **7.01 League Officers**

- a) The League shall have the following elected Executive and appointed or elected Director members, constituting that year's Board of Directors.
- b) The Executive consists of the following Officers. The following list is in hierarchal order for chairing a meeting:
  - i. President
  - ii. Vice President
  - iii. Secretary
  - iv. Treasurer
  - v. Past President
  - vi. Three Full or Associate Members at Large
- c) The remainder of the voting Board of Directors members consist of the Program Directors as determined at the Annual General Meeting and recorded in the CLCL Policy and Procedure Manual.
- d) In addition to the voting members, there are non-voting members that make up the remainder of the entire Board of Directors. Non-voting members are determined at the Annual General Meeting and recorded in the CLCL Policy and Procedure Manual.

## **7.02 Election of Officers**

- a) Any full or associate member in good standing shall be eligible for office, except only full members may be President.
- b) Election of all Executive of the League shall occur at the Annual General Meeting.
- c) The term of each Executive position of the League shall be two (2) years, or until the Annual General Meeting two (2) years following the election of the position. The Executive positions shall be elected in a rotation, with the President and the Secretary being elected in one cycle; and the Vice President, Treasurer and Members at Large being elected in the other cycle.
- d) If a member of the Executive resigns halfway through their term to fill another position on the Board of Directors or leaves for whatever reason, their position will be voted on at the next scheduled board meeting by the Board of Directors during the current election cycle but the length of the term shall be one (1) year.
- e) If any member of the Board of Directors ceases to be a member in good standing, his position on the Board of Directors shall automatically become vacant and will be filled as stated in “d”.
- f) The position of Past President is not elected and shall be appointed by the new President. The Past President must be a former holder of the position of President with the CLCL Board of Directors, preferably the most recent holder of the position.
- g) All voting at elections, when a position is contested, shall be by secret ballot.
- h) If a position is not contested, the position is confirmed and filled by acclamation.

## **7.03 Remuneration of Officers**

No officer, director or member of the society shall receive any remuneration for his/her services. Out-of-pocket expenses incurred by any member of the Executive or Board to maintain the objectives of the League will be reimbursed upon receiving the proper receipts and/or approval of the Executive.

## **7.04 Conflict of Interest**

Board members should not use their positions or the league’s assets for their own benefit or for the benefit of any member of their family. Any conflict with paid members or staff of the CLCL will be determined and voted upon by the Board of Directors.

## **7.05 Duties of Officers**

The President shall be the chief executive officer of the League. He/She shall preside over meetings of the Board of Directors and serve as the League representative to the Edmonton Federation of Community Leagues or select a delegate to represent the League when unable to attend.

The President, Vice President, Secretary and Treasurer shall perform their duties as agreed upon at the Board of Directors meeting.

The Board of Directors shall have the authority to act on behalf of the membership and shall be responsible for planning the program of the League, defining policies and expending funds.

## **7.06 Resignation/Termination of Officer or Director**

- a) An Officer or Director may retire from their office upon giving notice by email or in writing to the League at a General Meeting or to the Secretary of the League. Such retirement shall take effect in accordance with such notice.
- b) Any Officer or Director may be removed from office by Special Resolution at a Board of Directors' Meeting for any just cause, provided such member is given the opportunity to have a proper hearing prior to the consideration of the Special Resolution. Such member's responsibilities will be suspended pending the outcome of the Special Resolution.
- c) The affected Officer or Director may appeal, at which time an Arbitration Board, consisting of one representative chosen by the Board of Directors, and a representative chosen by the Director and a Chairperson that these two (2) representatives will agree upon, will consider the case. The decision will be final.
- d) The Office of any Officer or Director shall by the fact itself be vacated if they cease to be a member, or if they are absent from three consecutive meetings without just cause or notice, at the discretion of the Executive Board.
- e) Any Officer or Director who resigns or is removed from their position must return all property of the community league. Failure to do so may result in legal action.

## **ARTICLE 8: FINANCES**

### **8.01 Fiscal Year**

The fiscal year of the League shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

## **8.02 Signing Authority**

- a) All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League's accounts shall be signed by any two (2) of the Executive Officers with the authority to sign; the President, Vice President, Secretary or Treasurer.
- b) Other elected and unelected members of the Board may be authorized as signing powers in the absence of any of the above positions from the Board.
- c) No member with signing authority may sign anything that would place them in a conflict of interest situation.

## **8.03 Borrowing Powers**

The league shall not be entitled to borrow money except by Special resolution of the League members. For the purpose of carrying out its objects, the society may not borrow money unless approved by a special resolution. In the case that the society has to issue debentures at any time, then, this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

## **8.04 Auditing**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once annually each by a duly qualified accountant or by two members of the society elected for this purpose at the Annual Meeting. A complete and proper statement of the standing of the books from the previous year shall be submitted by such auditor at the annual meeting of the society. An external audit will be conducted once every three years.

## **8.05 Seal**

- a) The Directors may adopt a seal which shall be the common seal of the League.
- b) The common seal of the League shall be under the control of the Directors and the responsibility for its custody and use from time to time shall be determined by the Directors.

## **ARTICLE 9: RECORDS**

### **9.01 Minutes**

All records, including minutes of proceedings of the Society, and of the Directors, and other books and records, shall be prepared by and kept in the control of the Secretary of the League, except for financial records which shall be prepared by and kept in control of the Treasurer and Office Administrator.

## **9.02 Inspection**

The minutes of the Monthly and Annual General Meetings of the members and the Board and the financial and other records of the League shall be open to inspection by all Directors and members at all reasonable times. The available minutes will be for the timeframe corresponding to an active membership. Photocopying or removal of any minutes or records cannot take place without the explicit consent of a substantive majority of the Executive. Records can otherwise be inspected only and any such inspection shall occur in the presence of two (2) Board Members.

## **ARTICLE 10: INDEMNITY**

### **10.01 Indemnification of Officers, Directors and Staff of the League**

- a) Every member of the Board of Directors or other servant of the League is indemnified by the League against all costs or charges that result from any act done in his role for the League. The League does not protect anyone for acts of fraud, dishonesty or bad faith.
- b) No member of the Board of Directors or other servant of the League is liable for the acts of any other member of the Board or employee. The said is not responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the League. The said is not liable for any loss due to an oversight or error in judgement or by an act in his role for the League, unless the act is fraudulent, dishonest or made in bad faith.

## **ARTICLE 11: AMENDMENTS TO BYLAWS**

### **11.01 Amendments**

- a) These bylaws may be rescinded, altered or added to by a Special Resolution at a General, Special General or Annual General Meeting within thirty (30) days' notice.
- b) Any proposed changes should be passed at a Board of Director's meeting before passing to a General, Special General or Annual General Meeting. The Board can then indicate support or disagreement for the proposed amendment.
- c) Notice of such proposed changes will be given by mediums the members of the League would be familiar with along with notice of a General, Special General or Annual General Meeting.

### **11.02 Bylaw Expiry**

- a) Only the most recent version of the bylaws shall be obeyed, as passage of a new set of bylaws entirely invalidates previous versions.
- b) The League's Bylaws shall be reviewed by the executive no later than once every five (5) years since the most recent bylaws' passage.

## **ARTICLE 12: DISSOLUTION**

### **12.01 Dissolution**

Upon dissolution of the League, all real property, fixtures and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues will hold the cash assets in trust until they are able to reactivate or merge the League. The real property will pass to the city of Edmonton, pursuant to the Tri-partite License Agreement.