



# *Wihkwêntôwin*

## *Community League Bylaws*

### **Article 1 Name**

1.1. The name of the Society is the Wihkwêntôwin Community League.

### **Article 2 Boundaries**

2.1. The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows:

- (a) Starting in the middle of the North Saskatchewan River, the boundary bisects the High Level Bridge then continues north. At the end of the bridge the boundary continues up the centre of the Western Bridge Access road and north along the bicycle path between 109 Street and 110 Street. The boundary follows the bicycle path curve to join briefly with 110 Street as it crosses Jasper Avenue, then continues north into the entry to Railtown Park. The boundary continues north along the centre of the Railtown Park Bicycle/Walking Path until it rejoins 110 Street. The boundary crosses 104 Avenue and continues in a straight line north to a point where it lines up with the north edge of the alley that marks the northern boundary of Wihkwêntôwin Square. The boundary continues in a straight line west from that point along the alley, and continues west to the centre of 121 Street. From there, it continues south along the centre of 121 Street to 104 Avenue. It travels west down the centre of 104 Avenue/Stony Plain Road to the centre of 124 Street. It goes south down the centre of 124 Street, extending in a straight line south from 124 Street to the centre of the North Saskatchewan River, where it continues east back to the stated start point.
- (b) The boundaries shall be included as described in Article 2.1 (a) as a map in the policies of the League.
- (c) In the case of a disagreement between the map included as Article 2.1 (b) and the written description in Article 2.1 (a), the written description shall be considered correct.

## Article 3 Definitions and Interpretations

- 3.1. *Act* means the *Societies Act R.S.A. 2000*, Chapter S-14 as amended, or any statute substituted for it.
- 3.2. *Annual General Meeting* means the annual general meeting as described in Article 5.
- 3.3. *Board* means the Board of Directors of the League as defined in Article 6.
- 3.4. *Chair* means the person present at a meeting who is assuming the duties of the Chair as defined in the most recent edition of *Robert's Rules of Order* and other duties specified in these bylaws.
- 3.5. *Director* means a person elected or appointed to the Board, excluding members of the Executive as defined in Article 8.
- 3.6. *General Meeting* means the Annual General Meeting and Special General Meeting as described in Article 5.
- 3.7. *Household* means a group of people living at the same address who have obtained one (1) community league membership for the current year.
- 3.8. *League* means the registered Society named the Wîhkwêntôwin Community League.
- 3.9. *Member* means a member of the Wîhkwêntôwin Community League.
- 3.10. *Objects* are the objects of the League as filed with the Registrar in accordance with the *Act*.
- 3.11. *Officer* means a member of the Board.
- 3.12. *Register of Members* means the record maintained by the League containing the names of the Members of the League.
- 3.13. *Registered Office* means the office for League registered in accordance with the *Societies Act R.S.A. 2000*.
- 3.14. *Special Meeting* means a Special Meeting of the Board as described in Article 6.13 – 6.18.
- 3.15. *Special Resolution* means a resolution passed according to the requirements for a special resolution outlined in the *Act*.
- 3.16. *Terms of Reference* means a document that governs the mandate and conduct of a League committee as described in Article 7.9.

## Article 4 Membership

### Classification of Members

4.1. Any resident within the stated boundaries will be a full member upon obtaining their membership cards, provided they agree to uphold the objectives of the League. There are three (3) categories of Members:

- (a) *Family Members* reside in one (1) household and act as a family unit.

- (b) *Senior Members* are members aged 65 and above.
  - (c) *Individual Members* are adults over the age of majority.
- 4.2. The League may recognize three (3) special categories of Member:
- (a) *Honourary Life Members* are any person who has provided service to the League for more than five (5) years or has made significant, positive contributions to the League. Honourary Life Membership in the League will be conferred by a simple majority vote carried by the current Board of Directors.
  - (b) *Individual Associate Members* are any non-resident person who has purchased a community league membership and has a demonstrable interest in or expressed desire to support the Wihkwentôwin Community League.
    - (i) The Board reserves the right to encourage individuals to purchase memberships from the league that they reside in.
  - (c) *Institutional Associate Members* are any business, institution, or organization located within the defined boundaries of the League that has paid the Institutional Associate Membership fee.

## **Admission and Standing of Members**

- 4.3. Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1 or Article 4.2. The individual will be entered as a Member under the appropriate category in the Register of Members.
- (a) No entity may concurrently hold more than one (1) category of membership within the League.
  - (b) Notwithstanding 4.3 (a), members that are affiliated with an Institutional Associate Member may become a member in one (1) other category.
- 4.4. A member in good standing is a member who
- (a) Has obtained a membership card in one (1) category for the current Membership Year.
  - (b) Has paid any fees or dues as required by the League.
  - (c) Is not suspended under Article 11.

## **Membership Fees**

- 4.5. The membership year is September 1 to August 31.
- 4.6. The Board will annually discuss whether or not to collect membership fees. If the decision is made to collect fees, the Board will recommend membership fees for each category of membership.
- (a) Notwithstanding Article 4.6, there will not be a membership fee for Honourary Life Members.
- 4.7. Changes to annual membership fees will be effective on the September 1 following the decision.

## **Rights and Privileges of Members**

4.8. Any Member as defined in Article 4.1 or 4.2 in good standing is entitled to:

- (a) Receive notice of meetings of the League;
- (b) Attend any meeting of the League; and
- (c) Speak at any meeting of the League.
  - (i) Speaking privileges for members at any meeting excepting annual and special general meetings are subject to the discretion of the Chair.
- (d) Exercise any other rights and privileges extended to Members, subject to the restrictions outlined in Article 4.9.

4.9. Voting privileges will be extended to members as follows:

- (a) *Family Members* are eligible to up to two (2) votes per household, contingent on the Family Membership identifying the two members in the household. Each Family Member identified is entitled to one (1) vote.
- (b) *Senior Members* are eligible for one (1) vote per membership.
- (c) *Individual Members* are eligible for one (1) vote per membership.
- (d) *Honourary Life Members* are entitled to one (1) vote per member.
- (e) *Individual Associate Members* are entitled to one (1) vote per membership.
- (f) *Institutional Associate Members* are not eligible to vote.

4.10. Notwithstanding Article 4.9, only Officers are eligible to vote at Board Meetings.

## **Termination of Membership**

4.11. Any Member may resign from the League by sending written notice to the Secretary or President.

- (a) Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.
- (b) All resignations are final upon receipt by the Secretary or President.

4.12. The membership of a Member is ended upon their death.

4.13. If a Member has not paid the annual membership fees in years that the League collects fees, the Member is considered to have submitted their resignation.

4.14. The League may suspend the membership of a Member by following the appropriate process in Article 11.

4.15. Unless a Member has been suspended under Article 11, during years in which the League collects fees, they may reinstate the membership at any time by paying the appropriate membership fee and any outstanding debts to the League.

## **Transmission of Membership**

4.16. No right or privilege of any Member is transferable to another person or entity. All rights and privileges cease when the Member resigns, dies, or is suspended from the Society.

## **Liability**

4.17. Although a Member ceases to be a Member for any reason, they are liable for any debts owing to the League at the date of ceasing to be a Member

(a) The Board may waive the liability outlined in Article 4.17 at its sole discretion.

4.18. No member is, in their individual capacity, liable for any debt or liability of the League.

# **Article 5 General Meetings of the League**

## **Annual General Meetings**

5.1. The League will hold its Annual General Meeting within four (4) months of the financial year-end.

5.2. The Secretary will deliver written notice to each Member at least twenty-one (21) calendar days before the Annual General Meeting. Notice may be delivered electronically or by regular mail.

5.3. The notice will state

- (a) The time, date and location of the Meeting;
- (b) Any business requiring a Special Resolution; and
- (c) Contact information for the League.

5.4. The Annual General Meeting will deal with the following matters

- (a) Adopting the agenda
- (b) Adopting the minutes of the last Annual General Meeting
- (c) Considering the President's report
- (d) Reviewing the financial statements and the auditor's report
- (e) Appointing the auditors
- (f) Elections of the board
- (g) Considering matters specified in the meeting notice.

5.5. Quorum for all Annual General Meetings will be fifteen (15) eligible voting members.

## **Special General Meetings**

- 5.6. A Special General Meeting may be called at any time
- (a) By a resolution of the Board of Directors to that effect; or
  - (b) Upon receipt of a written request signed by at least five (5) Officers of the League; or
  - (c) On the written request of at least fifteen (15) of eligible voting members.
- 5.7. In order to be valid, a call for a Special General Meeting must state the reason for the Special General Meeting and the motion(s) intended to be considered at the Special General Meeting in addition to fulfilling the appropriate requirements in Article 5.6.
- 5.8. Upon receipt of a valid call for a Special General Meeting, the Secretary will deliver written notice to each Member at least twenty-one (21) calendar days before the Special General Meeting. Notice may be delivered electronically or by regular mail.
- 5.9. The notice will state
- (a) The time, date and location of the meeting;
  - (b) The purpose of the Special General Meeting;
  - (c) The motion(s) intended to be considered at the Special General Meeting; and
  - (d) Contact information for the League.
- 5.10. Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 5.11. Special General Meetings have the same quorum requirements and follow the same procedures as Annual General Meetings as specified in Articles 5.5 and 9.27.

## **Procedures for Annual and Special General Meetings.**

- 5.12. Further information on the parliamentary procedures of the League is outlined in Article 9.27.
- 5.13. General Meetings of the League are open to the public. Public non-members may be directed to leave by majority resolution.
- 5.14. If quorum is not present at a General meeting within thirty (30) minutes of the start time specified in the notice, the chair must adjourn the meeting. (a) The meeting will be adjourned and rescheduled to take place seven (7) calendar days later at the same time and place.
- (b) If a quorum is not present within thirty (30) minutes of the start time specified in the original notice, the meeting will proceed with the members in attendance.
- 5.15. The chair may adjourn any General Meeting with the consent of the Members present at the meeting.

- (a) Reconvening an adjourned General Meeting does not require notice provided that the General Meeting is adjourned for less than thirty (30) calendar days.
  - (b) The League must give notice when a General Meeting is adjourned for thirty (30) calendar days or more. Notice will be handled the same as the initial meeting.
  - (c) Once reconvened, the adjourned General Meeting conducts only the unfinished business from the leftover meeting.
- 5.16. Voting at General Meetings will be conducted by a show of hands except
- (a) Ballots will be used for elections of Officers in cases where the election is contested; or
  - (b) At least five (5) Members request a vote by roll call.
- 5.17. If there is a tie vote, the motion is defeated.
- 5.18. Voting by proxy is prohibited at General Meetings.
- 5.19. In the absence of the Secretary, the members present will choose one member to keep minutes for the meeting.
- (a) The person responsible for minutes will not concurrently be the chair.

## **The Chair**

- 5.20. The President will chair every General Meeting of the League.
- (a) In the absence of the President, the Vice President chairs General Meetings.
  - (b) If neither the President nor the Vice-President is present at the start time specified in the notice, the members present will choose one member to chair the meeting.
- 5.21. The chair declares the results of votes, and settle any dispute on any vote.
- 5.22. The chair will oversee the proceedings of General Meetings in good faith.

## **Failure to Give Notice of a Meeting**

- 5.23. No action taken at a General Meeting will be rendered invalid due to
- (a) Accidental omission of notice given to any member;
  - (b) Any Member not receiving notice where it cannot be proved on a balance of probabilities that the failure to receive notice was willful or malicious; or (c) Any error in any notice that does not affect the meaning.
- 5.24. Any attempt to willfully or maliciously prevent a Member or Members from receiving Notice of a Meeting will be grounds for
- (a) Suspension, in the case of a Member; and
  - (b) Removal from office, in the case of an Officer.

## **Article 6 The Board**

### **Powers**

6.1. The Board governs and manages the affairs of the League.

6.2. The Board has the powers of the League except as otherwise required in the Societies Act. The powers and duties of the board include

- (a) Promoting the objects of the League;
- (b) Promoting membership in the League;
- (c) Hiring and overseeing employees to support the efficient functioning of the League;
- (d) Electing Directors to serve in the portfolios established by the Board;
- (e) Maintaining and protecting the League's assets and property;
- (f) Recommending an annual budget for the League at a general meeting;
- (g) Paying all expenses for the operation and management of the League;
- (h) Planning for and financing the operations of the League and borrowing or raising monies;
- (i) Approving all contracts entered into by the League;
- (j) Maintaining all accounts and financial records of the League;
- (k) Overseeing the creation and activities of all committees including Special Committees;
- (l) Ensuring that all officers, staff, and committees of the League comply with all bylaws and policies of the League;
- (m) Making and implementing policies to support the operation and management of the League;
- (n) Making regulations for operating the League and using its facilities and assets;
- (o) Selling, mortgaging, or otherwise disposing of any and all of the property of the League; and
- (p) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee, standing or special committees, or paid staff of the League.

### **Composition**

6.3. The Board consists of all of the Officers of the League, who are

- (a) The President
- (b) The Vice President



- (c) The Secretary
  - (d) The Treasurer
  - (e) Up to eleven (11) Directors.
- 6.4. The Board may also choose to appoint non-voting members.

## **Meetings of the Board**

6.5. The First Meeting of the Board will be held within thirty (30) calendar days of the Annual General Meeting. The First Meeting will deal with the following matters

- (a) Adopting the agenda;
  - (b) Electing Directors to portfolios;
  - (c) Electing Standing Committee Chairs where the Chair is not ex officio;
  - (d) Reviewing the terms of reference of special committees;
  - (e) Reviewing the League strategic plan; and
  - (f) Any other business proposed by Members.
- 6.6. The Board must hold at least six (6) meetings each fiscal year, including The First Meeting.
- 6.7. A Board Meeting will be called
- (a) According to a schedule, passed at a resolution of the Board at its First Meeting;
  - (b) At the call of the President; or
  - (c) In accordance with article 6.13 where the request is for a Special Meeting.
- 6.8. Ten (10) business days' notice to each Officer and non-voting member of the Board is required.
- (a) Board Members may waive notice in writing. All Officers must waive notice in order for a meeting to be held without notice.
- 6.9. Quorum of the Board is a majority of Officers.
- (a) If quorum is not present at a Board meeting within thirty (30) minutes of the meeting being called to order, the chair must adjourn the meeting.
- 6.10. All Officers including the President have one (1) vote at the Board.
- 6.11. A tie vote means the motion is defeated.
- 6.12. Officers may participate in meetings of the board by teleconference, video conference or other real-time conferencing technology. Officers who participate will be considered present for the meeting.
- (a) Notwithstanding Article 6.8, if it is not feasible for the Board to make teleconference, video conference, or other real-time conferencing technology available, Officers will not be able to participate using this technology.

- (b) Only in unique and extenuating circumstances will meetings be chaired by an Officer taking part via real-time conferencing technology.
- 6.13. Meetings of the Board are open to Members of the Society, but only Officers may vote.
- 6.14. In the absence of the Secretary, the members present will choose one member to keep minutes for the meeting.
- (a) The person responsible for minutes will not concurrently be the chair.
- 6.15. Errors made in good faith do not invalidate actions undertaken at meetings of the Board.
- 6.16. Further information on the parliamentary procedures of the League is outlined in Article 9.27.

## **Special Meetings**

- 6.17. A Special Meeting may be called at any time
- (a) By a resolution of the Board of Directors to that effect; or
  - (b) Upon receipt of a written request signed by at least three (3) Officers of the League.
- 6.18. In order to be valid, a call for a Special Meeting must state the reason for the Special Meeting and the motion(s) intended to be considered at the Special Meeting in addition to fulfilling the appropriate requirements in Article 6.17.
- 6.19. Upon receipt of a valid call for a Special Meeting, the Secretary will deliver written notice to each Officer at least ten (10) business days before the Special Meeting. Notice may be delivered electronically or by regular mail.
- (a) Where a Special Meeting is called for the purposes of Article 11, the Secretary will also deliver notice to Members as required in Article 11.
- 6.20. The notice will state
- (a) The time, date and location of the meeting;
  - (b) The purpose of the Special Meeting;
  - (c) The motion(s) intended to be considered at the Special Meeting; and
  - (d) The names of any Members being notified in accordance with Article 11.
- 6.21. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 6.22. Special Meetings have the same quorum requirements and follow the same procedures as regular meetings of the Board except as required in Article 11.

## **Article 7 League Committees**

7.1. The League will have such standing committees as are required for its functioning and provided for in these Bylaws.

7.2. The Executive Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.2.
- (b) Will meet at least six (6) times per year.
- (c) Is responsible for
  - (i) Overseeing the day-to-day operations of the League;
  - (ii) Coordinating League strategic planning;
  - (iii) Drafting, reviewing, and recommending contracts of the League; (iv) Authorizing budgeted-for expenditures in accordance with League policy; and
  - (v) Other duties as assigned by the Board.
- (d) Will include the President, Vice President, Secretary, Treasurer as voting members.
- (e) May include additional members appointed by the Board and those members will be non-voting on the Executive.

7.3. The Finance Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.3.
- (b) Will meet at least two (2) times per year.
- (c) Is responsible for
  - (i) Reviewing the audited financial statements of the League;
  - (ii) Advising the Treasurer on the development of the budget, and other financial matters; and
  - (iii) Other duties as assigned by the Board.
- (d) Will include
  - (i) The Treasurer as Chair;
  - (ii) The President; and
  - (iii) Other members as defined by the Committee Terms of Reference.

7.4. The Civics Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.4.
- (b) Will meet at least six (6) times per year.

- (c) Is responsible for
  - (i) Receiving and reviewing planning and development notices;
  - (ii) Hearing presentations related to planning and development;
  - (iii) Advising the Planning & Development Director; and
  - (iv) Other duties as assigned by the Board.
- (d) Will include
  - (i) The Officer responsible for planning and development as Chair; (ii) The President; and
  - (iii) Other members as defined in the Committee Terms of Reference.

#### 7.5. The Communications Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.5.
- (b) Will meet at least two (2) times per year.
- (c) Is responsible for
  - (i) Overseeing the communications initiatives of the League, including League social media accounts, e-news bulletins, visual identity use, and liaising with the Newspaper provider; and
  - (ii) Other duties as assigned by the Board.
- (d) Will include
  - (i) The Officer responsible for communications as Chair;
  - (ii) The President;
  - (iii) Representative(s) from any contracted communications providers of the League as non-voting members; and
  - (iv) Other members as defined in the Committee Terms of Reference.

#### 7.6. The Nominating Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.6.
- (b) Will meet at least once per year.
- (c) Is responsible for overseeing the nomination process for the replenishment of the Officers of the League at the Annual General Meeting.
- (d) Will include
  - (i) An Officer as Chair; and
  - (ii) Other members as defined in the Committee Terms of Reference.

#### 7.7. The Garden Committee

- (a) Will operate in accordance with its Terms of Reference as approved by the Board and will abide by the requirements of Article 7.7.
- (b) Will meet at least two (2) times per year.
- (c) Is responsible for
  - (i) Overseeing the operations of the Peace Garden Park;
  - (ii) Annually recommending a budget to the Wihkwêntôwin Community League that outlines the intended use of funds generated by Peace Garden Park;
  - (iii) Passing such policies and regulations as are required to oversee the operations of the Peace Garden Park, subject to these bylaws and the Committee Terms of Reference.
- (d) Will include
  - (i) A Chair selected by the Committee;
  - (ii) The Officer responsible for League-Garden relations as a voting member;
  - (iii) The President;
  - (iv) Other members as defined in the Committee Terms of Reference.

### **Special Committees**

7.8. The Board may establish Special Committees additional to those specified in these bylaws. These committees will carry out the functions and otherwise act in accordance with such resolutions and Terms of Reference as may be passed by the Board of Directors or at a General Meeting.

7.9. A terms of reference will specify, at minimum

- (a) The name of the committee
- (b) The purpose of the committee
- (c) The requirements for membership in the committee
- (d) How the committee calls and provides notice of meetings
- (e) Who is eligible to attend committee meetings
- (f) How the committee appoints new members
- (g) What the term of membership on the committee is
- (h) The number of members of the committee
- (i) The method by which the committee removes members, including the chair.
  - (i) The Board reserves the right to appoint the chairs of all Special Committees.

## **Article 8 Officers of the League**

- 8.1. The Officers of the League are
- (a) The Executive, which includes
    - (i) The President
    - (ii) The Vice President
    - (iii) The Secretary
    - (iv) The Treasurer
  - (b) The Directors, who will be elected to the portfolios as specified in the policies of the League.
  - (c) Portfolios may be held by
    - (i) One (1) Director; or
    - (ii) Two (2) Directors acting as co-Directors;
    - (iii) One (1) Director and a non-voting member acting as co-Directors, where the elected Director casts votes and chairs committees as required.

### **Duties**

- 8.2. All Officers are expected to
- (a) Abide by the bylaws;
  - (b) Abide by decisions made by the Board and its committees, including policies and procedures;
  - (c) Promote the objects of the League; and
  - (d) Act in the best interests of the League.
- 8.3. The President
- (a) Supervises the affairs of the board;
  - (b) Is ex officio the chair of all General, Board, and Executive Committee Meetings of the League;
  - (c) Is an ex-officio member of all committees except the Nominating Committee and the Garden Committee;
  - (d) Acts as the primary spokesperson for the League;
  - (e) Acts as a signing authority, providing that doing so does not contravene Article 10.4; and
  - (f) Carries out other duties as assigned by the Board.
- 8.4. The Vice President
- (a) Carries out all duties of the President in the absence of the President;

- (b) Acts as a signing authority, providing that doing so does not contravene Article 10.4;
- (c) Serves on the Executive Committee; and
- (d) Carries out other duties as assigned by the Board.

8.5. The Secretary

- (a) In conjunction with the President, prepares and sends all agendas and notices of General, Board, and Executive Committee Meetings;
- (b) Keeps accurate minutes of General, Board, and Executive Committee Meetings;
- (c) Serves on the Executive Committee;
- (d) Has charge of the non-financial records of the League including minutes, bylaws, and procedures;
- (e) Files the annual return, changes in the directors of the organization, amendments in the bylaw, and other incorporating documents in accordance with the Societies Act;
- (f) Acts as a signing authority, providing that doing so does not contravene Article 10.4; and
- (g) Carries out other duties assigned by the Board.

8.6. The Treasurer

- (a) Ensures that the League is fulfilling its financial and financial recordkeeping obligations;
- (b) Acts as a signing authority;
- (c) Makes sure that a detailed account of revenues and expenditures is presented
  - (i) At every Annual General Meeting
  - (ii) To the Board at least two (2) times per year
  - (iii) To the Board upon request;
- (d) Is ex officio the chair of the Finance Committee;
- (e) Serves on the Executive Committee; and
- (f) Carries out other duties as assigned by the Board.

8.7. The Directors

- (a) Are voting members of the Board;
- (b) Once elected to portfolios, are expected to fulfill the responsibilities of the portfolios as outlined in the policies of the League; and
- (c) Carry out other duties as assigned by the Board.

## **Election, and Terms of Officers**

8.8. Officers must be members of the League.

- (a) Notwithstanding Article 4.8, Institutional Associate Members are not eligible to serve as Officers of the League.

8.9. All Officers will be elected at an Annual General Meeting.

- (a) To be nominated to stand as an Officer of the League, a member must accept a nomination in person or in writing. A written acceptance of nomination must be signed and submitted to the Chair of the Nominations Committee or to the League Secretary before nominations are closed at the Annual General Meeting where the Member wishes to stand for election.
- (b) The winner of an election will be determined to be the individual who received the highest number of votes.

8.10. Terms of office will not exceed two (2) years.

- (a) The Board will set terms for each position as needed.
- (b) Terms of office cannot be changed if the effect would be that a duly elected Officer of the League would be compelled to change the term that they were elected to serve.

8.11. Officers may be elected to the same position for a maximum of three (3) consecutive terms which will not exceed six (6) years.

8.12. Notwithstanding Article 8.9, in the case of a mid-year vacancy, the Board reserves the right to appoint a Member to fill the vacancy.

- (a) Appointments will be carried by a simple majority vote of the Board.
- (b) Appointments will last until the next Annual General Meeting, where a new Officer will be elected.

## **Resignation, Death and Removal of Officers**

8.13. An Officer may resign from office by providing notice in writing. The resignation takes effect either on the date specified in the notice or, if no date is specified, upon receipt by the Secretary.

- (a) All resignations are final upon receipt by the Secretary or, in the case of the resignation of the Secretary, by the President.

8.14. If an Officer misses three (3) consecutive duly called meetings of the Board without cause, that Officer will be removed from the Board.

8.15. An Officer may be removed from their position for disciplinary reasons by the Board exercising the appropriate process in Article 11.

8.16. In the event of the death of an Officer, that position will be considered vacant.



## Article 9 Finances and Operations

### The Registered Office

9.1. The Registered Office of the Society is located in Edmonton, Alberta. The Registered Office of the Society will be considered the same from year to year. Another place may be established at the Annual General Meeting or by resolution of the Board.

### Membership in the Edmonton Federation of Community Leagues (EFCL)

9.2. The League will retain membership in the Edmonton Federation of Community Leagues (EFCL) and abide by the EFCL's Code of Ethics.

### Finance and Auditing

9.3. The fiscal year of the Society ends on December 31 of each year.

9.4. The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the League not currently serving on the board, elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Auditor / Members of the league at each Annual General Meeting.

- (a) The audit will not be conducted by two members of the League in two consecutive years.

### Seal of the Society

9.5. The Board may adopt a seal as the Seal of the Society.

9.6. The Secretary has control and custody of the seal, unless the Board decides otherwise.

9.7. The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### Cheques and Contracts of the Society

9.8. The designated Officers of the Board sign all cheques drawn on the monies of the Society.

9.9. Two signatures are required on all cheques.

9.10. Cheques will only be issued for authorized expenses of the League. Expenses are considered authorized if

- (a) They are approved in the budget and are approved in accordance with League policy.
- (b) They are approved by majority resolution
  - (i) By the Board or

- (ii) At a Special General Meeting; or
- (iii) At an Annual General Meeting.

9.11. Each contract of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

## **The Keeping and Inspection of the Books and Records of the Society**

9.12. The Secretary keeps a copy of the Minute Books and records minutes of all General and Board Meetings.

9.13. The Secretary stores the digital Minutes on a cloud storage platform, accessible by each Member of the Board. This cloud storage platform contains minutes from all meetings of the League, the Board and the Executive Committee.

9.14. The Board keeps and files all necessary books and records of the League as required by the Bylaws, the Societies Act, or any other statute or laws.

9.15. All Members wishing to review the meeting minutes of the League will find all approved minutes posted on the OCL website, from January 2021 onwards. Any Members wishing to review meeting minutes prior to January 2021 may email the League Secretary, who will provide a digital PDF copy to the Member.

9.16. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the League, during normal business hours.

9.17. All financial records of the Society are open for such inspection by the Members.

9.18. Other records of the League are also open for inspection, except for records that the Board designates as confidential.

## **Borrowing Powers**

9.19. The League may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

9.20. The League may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the League.

## **Payments**

9.21. No Member or Officer of the League receives any payment for their services as a Member or Officer.

- (a) Notwithstanding Article 9.21, a Member may be hired as an employee of the League provided a contract is authorized under Article 9.11.

9.22. No Officer will simultaneously be an employee of the League.

9.23. Reasonable expenses incurred while carrying out duties of the League may be reimbursed if the member incurring the expense received prior approval in accordance with Article 9.10.

### **Protection and Indemnity of Directors and Officers**

9.24. Each Director or Officer holds office with protection from the League. The League indemnifies each Officer against all costs or charges that result from any act done in good faith in their role for the League. The League does not protect any Officer for act of fraud, dishonesty, or carried out in bad faith.

9.25. No Officer is liable for the acts of any other Officer or employee. No Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the League. No Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the League, unless the act is fraud, dishonesty or carried out in bad faith.

9.26. Officers can rely on the accuracy of any statement or report prepared by the League's auditor. Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### **Parliamentary Procedures**

9.27. The rules contained in Robert's Rules of Order, in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these Bylaws, the policies of the League, or the requirements of the Societies Act.

## **Article 10 Conflict of Interest and Related Restrictions**

10.1. For the purposes of these bylaws, a conflict of interest is defined as a situation where a Member or Officer or a family member, partner, or business associate of a Member or Officer has a direct pecuniary interest in the outcome of a decision or action being considered by the League, such that an impartial observer might reasonably question whether the individual is being influenced to act in support of that pecuniary interest instead of the best interests of the League.

10.2. Members or Officers who believe that they may be in a real or perceived conflict with any of the provisions of Article 10 will either recuse themselves from all deliberations, activities and votes related to the matter in question or will disclose the real or perceived conflict to the Board.

- (a) In the event that a conflict is disclosed to the Board, the Board will, by majority resolution, decide to
  - (i) Ask the individual in conflict to recuse themselves from all deliberations, activities, and votes related to the matter in question; or

- (ii) Note the conflict and, if needed, specify limitations on the involvement of the individual in the deliberations, activities, and votes related to the matter in question.

10.3. In the event that business is being considered where the Chair is alleged to have a conflict of interest as specified in these bylaws, the Chair will vacate the position for proceedings related to the matter in question and a new Chair will be appointed until the matter is resolved.

- (a) The Chair will not be filled by the person who made the allegation.

10.4. No two (2) members of the same household will be signing authorities.

10.5. No signing authority will sign a cheque where the payee is one of the parties listed in Article 10.1.

## **Article 11 Conflict Resolution and Discipline**

### **Conflict Resolution**

11.1. Where reasonable, conflicts arising between Members, Officers, or Members and Officers will be resolved in accordance with the conflict resolution policy of the League.

### **Disciplinary Fairness**

11.2. The League recognizes that disciplining Members and Officers is a serious undertaking. Disciplinary action will only be taken in good faith.

11.3. All disciplinary action will be conducted in accordance with the principles of natural justice and procedural fairness. Without limiting the generality of the foregoing, this will be interpreted as requiring

- (a) That the Member or Officer facing disciplinary action is
  - (i) Informed of the reasons that they are facing disciplinary action;
  - (ii) Informed of who has made complaints against them;
  - (iii) Provided with adequate notice of proceedings; and
  - (iv) Provided with the opportunity to attend and speak at disciplinary proceedings; and
- (b) That persons with a pecuniary interest in the outcome of a disciplinary proceeding be recused from deliberations and voting on the matter.

### **Suspension of Members**

11.4. The Board will be empowered to suspend any Member from the League for one or more of the following reasons

- (a) The Member has failed to abide by the Bylaws;
- (b) The Member has disrupted meetings or functions of the League;

- (c) The Member has initiated disciplinary action against a Member or Officer where that disciplinary action is deemed malicious or vexatious; or
- (d) The Member has done or failed to do anything such that the effect is judged to be harmful to the League.

11.5. All business related to the suspension of a member will be resolved at a Special Meeting called for that purpose.

- (a) Multiple suspensions can be addressed at the same meeting.

11.6. The affected member will receive written notice of the Board's intention to consider their suspension.

- (a) The notice will be sent by registered mail to the last known address of the member shown in the records of the League or it will be hand delivered by an Officer of the League.
- (b) The member will receive at least ten (10) business days' notice of the Special Meeting.
- (c) The notice will include
  - (i) The time and location of the Special Meeting;
  - (ii) The motion to convene a Special Meeting;
  - (iii) The reasons why suspension is being considered;
  - (iv) The length of time for the suspension; and
  - (v) Copies of any available papers and documents to be considered at the Special Meeting.

11.7. The Member will have an opportunity to appear before the Board to address the matter.

- (a) The Board may allow another person to accompany the Member.
- (b) The Board will determine how the matter will be addressed.
- (c) The Board may limit the time given to the Member and any other persons admitted to the Special Meeting to address the Board.
- (d) The Board will exclude the member and any persons accompanying the Member from its discussion of the matter, including the deciding vote.

11.8. A motion to suspend a member requires a two-thirds (2/3) majority to pass. The Board's decision will be communicated to the Member at the Special Meeting or in writing by registered mail within ten (10) business days of the decision being made.

11.9. Quorum for such a Special Meeting will be two-thirds (2/3) of current Board Members.

- (a) The Member does not need to be present at the Special Meeting in order for business to be conducted, provided that notice was provided in accordance with Article 11.6.

11.10. A Member may choose to appeal their suspension at a Special General Meeting called in accordance with Articles 5.6 and 5.7 or in accordance with the Societies Act.

11.11. A suspension passed in accordance with these bylaws will remain in effect during any appeal process the Member wishes to pursue.

## **Suspension and Removal of Officers**

11.12. The Board will be empowered to suspend or remove any Officer of the League from their position for one or more of the following reasons:

- (a) The Officer has failed to abide by the Bylaws;
- (b) The Officer has failed to abide by the decisions of the Board or its Committees, including policies or procedures;
- (c) The Officer has disrupted meetings or functions of the League; or
- (d) The Officer has done or failed to do anything such that the effect is judged to be harmful to the League.

11.13. All business related to the suspension or removal of an Officer will be resolved at a Special Meeting called for that purpose.

- (a) Multiple suspensions can be addressed at the same meeting.

11.14. The Officer will be temporarily suspended from their position effective immediately upon the approval of a motion to convene a Special Meeting by the Board and the suspension will remain in effect until a decision is made and communicated to the Officer in accordance with Article 11.17.

11.15. The affected Officer will receive written notice of the Board's intention to consider their suspension, including notice of the immediate suspension initiated in accordance with Article 11.14.

- (a) The notice will be sent by registered mail to the last known address of the Officer shown in the records of the League or it will be hand delivered by another Officer of the League.
- (b) The member will receive at least ten (10) business days' notice of the Special Meeting.
- (c) The notice will include
  - (i) The time and location of the Special Meeting;
  - (ii) The motion to convene a Special Meeting;
  - (iii) The reasons why suspension is being considered;
  - (iv) The length of time for the suspension; and
  - (v) Copies of any available papers and documents to be considered at the Special Meeting.

11.16. The Officer will have an opportunity to appear before the Board to address the matter.

- (a) The Board may allow another person to accompany the Officer.
- (b) The Board will determine how the matter will be addressed.
- (c) The Board may limit the time given to the Officer and any other persons admitted to the Special Meeting to address the Board.
- (d) The Board will exclude the Officer from its discussion of the matter, including the deciding vote.

11.17. A motion to suspend an Officer requires a two-thirds (2/3) majority to pass. The Board's decision will be communicated to the Officer at the Special Meeting or in writing by registered mail within ten (10) business days of the decision being made.

11.18. Quorum for such a Special Meeting will be two-thirds (2/3) of current Board Members, not including the suspended Officer.

- (a) The Officer does not need to be present at the Special Meeting in order for business to be conducted, provided that notice was provided in accordance with Article 11.15.

11.19. An Officer who is suspended or removed from their position with the League is still considered a Member of the League unless they are also suspended as a Member.

11.20. If an Officer is suspended as a Member, that Member automatically ceases to be an Officer.

11.21. An Officer may choose to appeal their suspension at a Special General Meeting called in accordance with Articles 5.6 and 5.7 or in accordance with the Societies Act.

11.22. A suspension or removal passed in accordance with these bylaws will remain in effect during any appeal process the Officer wishes to pursue.

## **Article 12 Amendments**

12.1. These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting as set out in Article 5 in accordance with the requirements of the Societies Act.

- (a) Any proposed changes must be reviewed at a Board of Directors meeting before being considered at a Special General or Annual General Meeting.

12.2. Procedures may be rescinded, altered or added to by a majority vote at a Board meeting as set out in Article 6.

## **Article 13 Dissolution**

13.1. 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 Tripartite License Agreement.