

Edgemont Community League Bylaws

1. Name

The name of the society shall be “Edgemont Community League” and is referred to hereinafter as “the League.”

2. Definitions

Board means the Board of Directors of this Society.

Board Meeting means a meeting of the Board of Directors of the Society, which is open to all members of the League, but at which only members of the Board may vote.

Bylaws means these bylaws, as amended from time to time.

Director means any person elected or appointed to the Board. This includes the Officers named below.

Executive Committee means the President, Vice-President, Treasurer, Secretary and Past-President.

General Meeting means the Annual General Meeting or a Special General Meeting.

League means the Edgemont Community League.

Officer means the President, Vice-President, Treasurer and Secretary.

Society means the Edgemont Community League.

Special Resolution means a resolution passed at any General Meeting for which twenty-one (21) days notice has been provided, requiring a three-quarters ($\frac{3}{4}$) majority vote of the Membership present. A special resolution will be required for any revisions to the League bylaws or objects, dissolution or issuing debentures or other significant financial matters stated in bylaw or policy.

3. Boundaries

The EDGEMONT COMMUNITY LEAGUE shall encompass that portion of the City of Edmonton with boundaries as described as follows:

- South: A line following the centre of Wedgewood Creek
- West: 215 Street
- North: 45 Avenue traveling along from 215- 209 Street, then traveling south behind the rural acreages to the homes on 43 Avenue (backing on to Hilton Crescent traveling

behind these homes) from 205 Street - 202 Street, then traveling south again along 202 Street to Lessard Road, then Lessard Road from 202 Street to Anthony Henday Drive

- East: Anthony Henday Drive

4. Membership

4.1 The Membership of Edgemont Community League is available to those interested in participating in or furthering the League's purposes.

4.1.1 Full or Voting Members include any adult who has paid the membership fee of the League within the current membership year, who lives within the boundary defined in Article 3, and who has submitted a completed "Member Registration Form" to the League Board of Directors. A membership is valid for all Members of the immediate family residing within the same physical location, however, a single membership is only valid for a single vote at general meetings.

4.1.2 Honorary Life Membership may be granted to individuals who have contributed to the organization in an outstanding way. The decision for presenting candidates for honorary life memberships will be at the discretion of the Board of Directors. Honorary memberships have all the same rights and privileges as other memberships, but do not expire with time.

4.1.3 Associate Membership may be granted to any business, institution or organization located within the defined boundaries of the League, who has submitted a completed "Member Registration Form," and paid the required Membership fee to the League Board of Directors. Associate Members are non-voting Members.

4.1.4 Affiliate Membership may be granted to any non-resident person who wishes to support the League, who has submitted a completed "Member Registration Form," and paid the required membership fee to the League Board of Directors. Affiliate Members are non-voting members but may be elected to the Board of Directors as per Article 8. No more than two (2) Board Members may be Affiliate Members and they may not serve in Officer positions.

4.2 Membership may be terminated by the Member submitting a request in writing to the Board of Directors that their membership be terminated.

4.3 A Member of Edgemont Community League is entitled to participate in all the League programs, receive notice of General Meetings of the League, vote at all General Meetings and to attend Board of Directors meetings as an observer.

4.4 Membership fees will be determined each year by the Board.

4.4.1 The membership year will be from September 1 to August 31 of each year.

4.4.2 The Board has the discretion to waive a membership fee on a case by case basis as determined by a motion from a Board Member at a regular Board Meeting.

4.4.3 The annual membership fee shall be waived for any Member of the current Board of Directors that has served on the Board for at least one year prior.

4.5 A Member of the League may be a declared Member Not in Good Standing for conduct harmful to the League, or its purposes, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at General Meetings (Annual and Special) or to attend Board of Directors meetings. Members Not in Good Standing are not allowed to attend Members-only events or programs. Members Not in Good Standing may be returned to Good Standing upon application to the Board.

4.6 A Member of the League may be expelled from the Membership of the organization by special resolution of the Board of Directors for actions which are harmful to the League or its purposes.

4.6.1 Members of the League who are being considered for expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.

4.6.2 Expulsions from the Membership of the Organization are effective immediately upon the completion of the vote to expel.

4.6.3 Expelled Members have the right to appeal through the dispute resolution process in Article 21.

5. General Meetings (Annual or Special)

5.1 The Quorum at a General Meeting for the League shall be twenty (20) Members, at least ten (10) of whom are not on the Board.

5.1.1 If Quorum is not reached, the Board shall reschedule the meeting.

5.2 All Full or Voting Members of the League are entitled to vote on all matters at General Meetings, provided they are present at the meeting.

5.3 Votes, except for contested elections, will be taken by a show of hands, and voting by proxy will not be permitted. Contested elections will be decided by secret ballot.

5.4 The Board may determine that a General Meeting will be held entirely or in part by means of a virtual meeting.

5.4.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

5.4.2 Directors participating are considered present for the meeting

5.4.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

6. Annual General Meeting

6.1 The Annual General Meeting of the League shall be held within four (4) months of the financial year end, on a date and location determined by the Board of Directors.

6.2 Notice of the Annual General Meeting shall be given twenty-one (21) days in advance, through both a meeting notification email (sent to the registered Membership of the organization at the time that the email is sent) and through a notice posted on the website of the organization. Notice will include the date, time and place of the meeting and any business requiring a Special Resolution.

6.3 The accidental omission of notice to any Member, or the non-receipt of proper notice by a Member does not invalidate any action taken at any meeting to which the notice pertained provided the omission or error did not impact the purpose of the meeting

6.4 The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership with the meeting notification email. The agenda shall include, at a minimum:

an annual report;

a presentation of proposed Board activities for the upcoming year;

a presentation of the financials of the organization, as detailed in Article 11;

the canvassing for auditors for the next financial year who meet the qualifications, as detailed in Article 11;

and the election of Board Members to fill vacant Board positions as detailed in Article 8.

7. Special General Meetings

7.1 A Special General Meeting may be called in one of the following three (3) ways:

at the discretion of the Board President, or

with a letter signed by a minimum of three (3) Board Members, or

with a letter signed by a minimum of fifteen (15) Members or 20% of current Members, whichever is greater.

7.2 Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

8. Duties and Election of the Board of Directors

8.1 The Board will have full control and management of the affairs of the League. This management is subject to the bylaws and policies of the League as well as any resolutions passed at a General Meeting or Board Meeting of the League.

8.2 The League shall be governed by a Board of Directors consisting of not less than six (6) and not more than fifteen (15) Directors, one of which can be the Past-President.

8.3 The Board will include a President, Vice-President, Treasurer and Secretary and other Directors including but not limited to: Membership, Communications, Past President, Directors at Large etc. as determined by the Board.

8.3.1 The position of Vice-President may be left unfilled if required so long as the duties of the Vice-President are absorbed by the remainder of the Executive Committee.

8.3.2 The President will:

- preside over all meetings of the League or appoint another person to preside;
- be an ex-officio member of all committees;
- be charged with the general supervision of all the activities of the League;
- act as the official spokesperson of the League or appoint a designate;
- manage reporting to the rest of the organization;
- manage staff according to Board directives;
- act as a signing authority; and
- be a member of the Executive Committee.

8.3.3 The Vice-President will:

- preside at any meetings the President is absent from;

- assume any duties from the President as required;
- with the President, will create meeting agendas and ensure reports are submitted;
- be responsible for regular review of the Bylaws, Policies and Procedures;
- act as a signing authority; and
- be a member of the Executive Committee.

8.3.4 The Secretary will:

- attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same;
- be responsible for the minutes and meeting notice distribution;
- be responsible for keeping and maintaining of the minutes and other records;
- have charge of all correspondence of the League under the direction of the President and the Board;
- act as a signing authority; and
- be a member of the Executive Committee.

8.3.5 The Treasurer will:

- ensure that the books of account of the League and financial records are properly kept;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts;
- report the financial standing at every Board meeting;
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the League;
- recommend, in conjunction with the President, an Annual Budget to the Board of Directors;
- submits annual operating grant application and annual insurance renewal application;
- act as a signing authority; and
- be a member of the Executive Committee.

8.3.6 The Past President will:

- have served as President of the League in the previous year;
- act as the Nominating Committee Chair;
- assume Ad Hoc duties to support the Board
- is a member of the Executive Committee

8.4 The Board of Directors shall be elected at the Annual General Meeting of the League by the voting Members. In order to be elected to the Board of Directors, a candidate must be a Member

of the League and must receive the support of a simple majority of those present at the Annual General Meeting.

8.5 A person elected becomes a Director if they were present at the meeting when being elected, and did not refuse the nomination. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the election.

8.6 A Director elected at the Annual General Meeting shall assume office after the conclusion of the first Board Meeting after the Annual General Meeting.

8.7 At the first Board meeting after the Annual General Meeting, the Board shall elect from its Members, a President, Vice-President, Secretary, and Treasurer and other Directors as required. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions shall be held until the end of the first Board Meeting following the next Annual General Meeting when positions are appointed by the Board.

8.8 The Board may appoint additional Directors after the first Board Meeting following the Annual General Meeting, provided that the number of Directors does not exceed fifteen (15). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing Directors on the Board. A person so appointed assumes office immediately upon appointment until the end of the first Board Meeting following the next Annual General Meeting.

8.9 The term of office of a Director shall be one (1) year from the date that they assume office, if elected during an Annual General Meeting.

8.9.1 A Board Member may serve no more than six (6) consecutive terms as either President, Vice-President, Treasurer or Secretary and no more than four (4) consecutive terms in the same position. There is no consecutive term limit for positions not listed above.

8.9.2 Should the President, Vice-President, Treasurer or Secretary position remain vacant or no interest is shown in these positions for three (3) months time, effective August 1, the Board can vote to bypass clause 8.9.1 for a Member until the next Annual General Meeting.

8.10 A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) clear days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.

8.11 Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.

8.12 A Director may be removed from the Board by a motion with two-thirds ($\geq\frac{2}{3}$) of the Board in favor of removal. Board Members may not vote on a motion for their own removal from office.

8.13 In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Such an appointment

is to be ratified at the next General Meeting. The person appointed will hold office for the remainder of the position term.

8.14 No Board Member will receive payment for their services. A Board Member may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the League.

9. Board Meetings

9.1 The Board of Directors shall meet once per calendar month at least nine (9) times per year. Notice of a meeting shall be given to Directors a minimum of seven (7) days before the meeting, unless all Directors agree to abridge the notice period.

9.2 Quorum for a meeting of the Board of Directors shall be half ($\frac{1}{2}$) the number of Board Members, at least two of which must be on the Executive Committee.

9.3 The Board of Directors may determine the rules of order which shall govern its meetings.

9.4 Voting at Board meetings shall be by show of hands unless two (2) Board Members request a secret ballot. Secret ballot will be used for all contested elections of Officers and Director positions.

9.5 Directors may only abstain from casting a vote on a motion if they declare the legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstention should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

9.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

9.7 Meetings of the Board are open to Members of the Society to attend and make presentations to the board. A majority of the Directors present may ask any other non-Board Members, and other persons present, to leave.

9.8 Special Board Meeting: The President will, upon receipt of a written request signed by a majority of the Board of Directors, call a Special Meeting of the Board of Directors within fourteen (14) days of receipt of the request. At least seven (7) days' notice will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.

9.9 The Board may determine that a Board Meeting will be held entirely or in part by means of a virtual meeting.

9.9.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

9.9.2 Directors participating are considered present for the meeting.

9.9.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

9.10 When deemed necessary, any Director may instigate an electronic vote. The Director would initiate the electronic vote by outlining the issue and requesting a vote. The first to reply would be considered the seconder of the motion. An Officer would tally votes and declare the results via electronic communication. These electronic votes will then be noted in the minutes of the next Board Meeting. The President or Vice-President may halt or delay an electronic vote for a reasonable purpose.

10. Committees

10.1 The League may, at its discretion, create Ad Hoc Committees deemed necessary to conduct the League's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the board and will have a projected date of termination at the time they are created.

10.2 The League may, at its discretion, create Standing Committees as may be deemed necessary to conduct the League 's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the Board and will continue to exist for an indefinite period of time.

10.3 The Executive Committee of the League will consist of the President, Vice-President, Past-President, Secretary, and Treasurer.

10.3.1 The Executive Committee can meet at the discretion of its Members with at least seven (7) days notice given.

10.3.2 The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

10.3.3 The Executive Committee may act only in situations which cannot wait until the next Board meeting and such decisions must be ratified at the next Board of Directors meeting;

10.4 There will be two standing committees of the League, the Nominating Committee and the Financial Committee.

10.4.1 A standing committee will meet at the discretion of its members with at least seven (7) days notice to Members provided.

10.4.2 The Nominating Committee shall annually complete an assessment of the existing Board Members. They shall recommend a “slate” of new candidates for Board Membership at the Annual General Meeting, based on the qualifications of outgoing Board Members and their perception of required qualifications for new Board Members.

10.4.3 The Financial Committee shall be chaired by the Treasurer and shall oversee the accounts of the League. Recommended members of the Financial Committee include the two Auditors who will audit the books of account for the year they are assigned at the Annual General Meeting.

11. Auditing

11.1 Each year, the Board shall recommend auditors to the Membership to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) Members who do not have signing authority on any of the League’s bank accounts, and will not have signing authority for the year of which they are auditing.

11.2 Auditors are to be appointed by the Members at the Annual General Meeting. If the appointed auditors cannot fulfill their obligation, the board may appoint two (2) members who meet the criteria in Article 11.1. The Board may determine at any time by a two-third ($\frac{2}{3}$) vote to hire an accountant to audit the financials in addition to or instead of previously identified Member auditors.

11.3 The auditors will review the books of account prior to the Annual General Meeting.

11.3.1 Auditors will provide either a written letter indicating their approval of the accounts prior to the Annual General Meeting or they can present in person at said meeting.

11.4 A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization’s income, disbursements, assets, and liabilities.

12. Inspection of Books and Records

12.1 The books and records may be inspected by any Member at any time upon giving fourteen (14) days notice and arranging a time satisfactory to the Directors in charge of the records. Board Members will at all times have reasonable access to such books and records.

13. Financial Processes

13.1 The Board or Directors may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

13.2 For the purpose of carrying out its objectives, the League may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board of Directors.

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by the Treasurer, along with a second which has been granted signing authority by resolution of the Board of Directors.

13.4 Any contract or other legal document relating to the business of the League may be signed by any person appointed by the Board of Directors to sign on its behalf.

13.5 The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business.

13.6 The Annual Budget will be approved by the Board and presented to the Membership at the Annual General Meeting.

13.7 The League may, by a Special Resolution, borrow, raise or secure the payment of money.

13.8 Before requesting authorization to incur organizational debt, the Board shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.

13.9 Debt incurred by the organization is restricted in use to the plan outlined in Clause 13.8. Amendments to the use of debt must receive support of the Membership at a General Meeting.

14. Seal of the Society

14.1 The use, care, and safekeeping of the seal of the League will be the responsibility of the Secretary unless otherwise determined by the board, and it will be used only when authorized by a resolution of the Board of Directors, and it will be affixed to documents and instruments when required by law or convention.

15. Amendments to the Bylaws

15.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a

Special General, or Annual General Meeting with twenty-one (21) days' notice in writing.

15.2 Any proposed changes must be reviewed by the Board of Directors before being presented at a General, Special General, or Annual General Meeting.

16. Dissolution

16.1 The League may be dissolved by a Special Resolution, passed at a Special General Meeting of the League, called for the express purpose of considering dissolution.

16.2 Upon dissolution, pending any contractual obligations, the property of the League shall be distributed to the EFCL who will hold the assets in trust for any Community League which may emerge in the boundaries of the League.

17. Parliamentary Authority

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

18. Membership in the Edmonton Federation of Community Leagues (EFCL)

18.1 The League will retain Membership in the EFCL and abide by the EFCL's Code of Ethics.

19. Indemnification

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

19.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or Last wrongful act of any person, firm or corporation dealing with the League.

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

20. Interpretation

20.1 In the case of a dispute arising over the interpretation of these bylaws, the Board of Directors has the authority to decide which interpretation will be used.

21. Dispute Resolution Bylaws

21.1 This section applies to any dispute arising out of the affairs of the society or the application of its bylaws:

21.2 The Dispute may be between Members; the Society and its Directors or its Officers; or the Society or its Directors or its Officers and either a Member, or a former Member who was a Member within the twelve (12) previous months.

21.3 Any dispute subject to Subsection 21.1 and 21.2 will be resolved by:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- b. Written appeal to the board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c. Mediation agreed upon by the parties. If resolution is not achieved, then by:
- d. Arbitration practices agreed upon by the parties. The decision will bind all parties.

21.4 The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

21.5 Members are obligated to comply with the Society's complaint resolution bylaws, policies and procedures as a condition of Membership. The failure of a Member to cooperate with the society's complaint, dispute resolution and/or discipline processes shall be considered an act of Member misconduct and may result in disciplinary procedures.

21.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

21.7 Any costs for mediation and arbitration will be shared equally by the parties.