

## THE SOCIETIES ACT BYLAWS OF THE EDGEMONT COMMUNITY LEAGUE (2019)

### **ARTICLE 1 - NAME**

The name of the society is the EDGEMONT COMMUNITY LEAGUE

### **ARTICLE 2 – 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 travelling along from 215- 209 Street, then travelling south behind the rural acreages to the homes on 43 Avenue (backing on to Hilton Crescent travelling behind these homes) from 205 Street - 202 Street, then travelling south again along 202 Street to Lessard Road, then Lessard Road from 202 Street to Anthony Henday Drive
- East: Anthony Henday Drive

### **ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS**

#### **Definitions**

In these Bylaws, the following words have these meanings:

- 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 described in Article 5.1.
- 3.3 **Board** means the Board of Directors of this Society.
- 3.4 **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.
- 3.5 **Bylaws** means the Bylaws of this Society as amended.
- 3.6 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 3.7 **Executive Committee** means the President, Vice-President, Treasurer and Secretary.
- 3.8 **General Meeting** means the Annual General Meeting or a Special General Meeting.
- 3.9 **League** means the Edgemont Community League.
- 3.10 **Mail** means either postal mail or email.
- 3.11 **Member** means a Member of the Society.
- 3.12 **Motion** is synonymous with resolution
- 3.13 **Non-Resident** means anyone who does not live in the boundaries as defined in Article 2
- 3.14 **Officer** means the President, Vice-President, Treasurer and Secretary.
- 3.15 **Registered Office** means the registered office for the Society.
- 3.16 **Register of Members** means the Register or Membership List maintained by the Membership Director containing the names of the Members of the Society.
- 3.17 **Resident** means anyone who lives in the boundaries as outlined in Article 2.
- 3.18 **Society** means the EDGEMONT COMMUNITY LEAGUE.
- 3.19 **Special General Meeting** means the Special General Meeting described in Article 5.3.

- 3.20 **Special Resolution** means a resolution passed at an Annual General Meeting or Special General Meeting of the membership of this Society. There must be twenty one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person; if the General Meeting has fewer than 21 days' notice, a Special Resolution may be proposed and voted on if all of the Voting Members present agree.
- 3.21 **Voting Member** means a Member entitled to vote at the meetings of the Society pursuant to section 4.4.2.

## **ARTICLE 4 - MEMBERSHIP**

### **4.1 Classification of Members**

Any resident within the boundaries described in Article 2 will be a full member upon payment of the membership fee. 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. There are three categories of Members:

- 4.1.1 Full Member:** Any adult residing within the boundaries of the Society. Full members are Voting Members.
- 4.1.2 Honourary Life Member:** May be conferred upon anyone who has made significant, positive contributions to the League. The decision for presenting candidates for honorary life memberships to the membership will be at the discretion of the Board of Directors. Honourary Life Members are Voting Members.
- 4.1.3 Associate Member:** Any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league and who has first purchased a membership in their home league. Associate Members are not Voting Members.

### **4.2 Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members or Membership List.

### **4.3 Membership Fees:**

- 4.3.1** The membership year is September 1 to August 31.
- 4.3.2** The Board decides the annual membership fees at any Board Meeting.
- 4.3.3** The Board has the discretion to waive a membership fee on a case by case basis, by motion of the Board at a regular Board Meeting.
- 4.3.4** The annual fee shall be waived for any member of the current Society's Board of Directors that has served on the Board for at least one year prior.

### **4.4 Rights and Privileges of Members:**

- 4.4.1** Any Member in good standing is entitled to:
- 4.4.1.1** Receive notice of General Meetings of the Society;
  - 4.4.1.2** Attend any meeting of the Society;
  - 4.4.1.3** Speak at any meeting of the Society; and
  - 4.4.1.4** Exercise other rights and privileges given to Members in these bylaws.

**4.4.2 Voting Members:**

Only Members in good standing (as defined in Article 4.4.3) can vote at General Meetings of the Society. Each Voting Member is entitled to one vote.

**4.4.3 Member in Good Standing:**

**4.4.3.1** Has paid membership fees or other required fees to the Society; and

**4.4.3.2** Is not suspended as a Member (as defined in Article 4.5)

**4.5 Suspension of Membership:****4.5.1 Decision to Suspend:**

The Executive Committee will be empowered to expel any member from membership or a Board Member from office for one or more of the following reasons:

**4.5.1.1** If the Member has failed to abide by the Bylaws;

**4.5.1.2** If the Member has been disloyal to the Society;

**4.5.1.3** If the Member has disrupted meetings or functions of the Society; or

**4.5.1.4** If the Member has done anything judged to be harmful to the Society.

**4.5.2 Notice to the Member:**

**4.5.2.1** The affected Member will receive written notice of the Executive Committee's intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days' notice before the Special Meeting.

**4.5.2.2** The notice will be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board. The notice will state the reasons why suspension is being considered and the length of time for the suspension.

**4.5.3 Decision of the Board:**

**4.5.3.1** The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

**4.5.3.2** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

**4.5.3.3** The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Executive Officers.

**4.5.3.4** The decision of the Board is final.

**4.5.4 Length of Suspension**

**4.5.4.1** The suspension will last up to 12 months at the discretion of the Board, beginning the date of the Board's decision.

**4.5.4.2** Two infractions will result in a lifetime ban.

**4.6 Termination of Membership****4.6.1 Resignation**

**4.6.1.1** Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

**4.6.1.2** 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.

#### **4.6.2 Death**

The membership of a Member is valid until the expiration date of August 31st.

#### **4.6.3 Deemed Withdrawal**

**4.6.3.1** If a Member has not paid the annual membership fees or has moved outside of the defined community league boundary, the Member is considered to have submitted their resignation.

**4.6.3.2** In this case, the name of the Member 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.

#### **4.6.4 Expulsion**

**4.6.4.1** The Executive Committee will be given the power to expel any members from membership or a Board Member from office for any conduct deemed injurious to the league or its purposes. The decision of the Executive Committee is final.

**4.6.4.2** All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the bylaw violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.

**4.6.4.3** Pending a full and proper hearing, such Member or Director will be placed on suspension.

**4.6.4.4** The Member or Director will be given 14 days written notice (registered mail or hand delivery) for the hearing. The Executive Committee will hear the Member's or Director's case.

**4.6.4.5** Quorum for such a hearing will be 3 of the 4 Executive Officers.

**4.6.4.6** The Executive Committee will debate the matter "in private" and render a written decision within 72 hours.

**4.6.4.7** At the conclusion of the hearing the majority vote of the Executive Committee will prevail.

**4.6.4.8** If the individual fails to attend the hearing without reason, the termination will be effective immediately.

**4.6.4.9** The Board of Directors may remove any Director from office, without a hearing, if they are absent from any three (3) consecutive meetings without regrets.

**4.6.4.10** On passage of the Executive Committee decision, the name of the Member 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.

#### **4.7 Transmission of Membership**

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

#### **4.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

#### **4.9 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Society.

### **ARTICLE 5 - MEETINGS OF THE SOCIETY**

#### **5.1 The Annual General Meeting**

**5.1.1** The Society holds its Annual General Meeting no more than four (4) months after the financial year-end for the presentation of the financial report and election of officers. The Board sets the place, day and time of the General Meeting.

**5.1.2** The Secretary arranges for a notice to be delivered to each Member at least twenty-one (21) days before the Annual General Meeting. This notice shall be delivered by mail, fax, email, telephone or advertising the details in the community newsletter. The location, date and time of the Annual General Meeting, and any business requiring a Special Resolution will be included in the notice.

#### **5.1.3 Quorum**

A quorum for all Annual General or Special General Meetings will be twenty (20) people, or 15% of members, whichever is less.

#### **5.2 Special General Meeting of the Society**

##### **5.2.1 Calling of Special General Meeting**

A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting.

##### **5.2.2 Notice**

The Secretary mails or delivers a notice to each member at least 21 days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting. If a Special Resolution is to be considered at a Special General Meeting, notice requirements defined under section 3.20 apply.

##### **5.2.3 Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

##### **5.2.4 Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.1).

#### **5.3 Proceedings at the Annual General Meeting or a Special General Meeting**

##### **5.3.1 Attendance by the Public:**

Annual General Meetings and Special General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

##### **5.3.2 Failure to Reach Quorum:**

**5.3.2.1** The President cancels the Annual General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place.

**5.3.2.2** The President will wait one-half (1/2) hour after the set time of a Special General Meeting if quorum is not reached. After this time the meeting will proceed with the Members in attendance.

### **5.3.3 Presiding Officer**

**5.3.3.1** The President chairs every Annual General Meeting or Special General Meeting of the Society. The Vice-President chairs in the absence of the President.

**5.3.3.2** If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the Annual General Meeting or Special General Meeting, the Members present choose one (1) of the Members to chair.

### **5.3.4 Adjournment**

**5.3.4.1** The President may adjourn any Annual General Meeting or Special General Meeting with the consent of the Members at the meeting. The adjourned Annual General Meeting or Special General Meeting conducts only the unfinished business from the initial Meeting.

**5.3.4.2** No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than thirty (30) days.

**5.3.4.3** The Society must give notice when an Annual General Meeting or Special General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Special General Meeting.

### **5.3.5 Voting**

**5.4.5.1** Each Voting Member has one (1) vote. A show of hands decides every vote at every Annual General Meeting or Special General Meeting. A ballot is used for elections that are contested or if at least five (5) Voting Members request it.

**5.4.5.2** The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

**5.4.5.3** A Voting Member may not vote by proxy.

**5.4.5.4** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

**5.4.5.5** The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

**5.4.5.6** Members may withdraw their request for a ballot.

**5.4.5.7** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

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

No action taken at an Annual General Meeting or Special General Meeting is invalid due to:

- (a) Accidental omission to give any notice to any Member;
- (b) Any Member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning.

### **5.4.7 Written Resolution of All the Voting Members:**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Board Meeting. It is not necessary to give notice or to call a Special General Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 6 – THE GOVERNANCE OF THE SOCIETY**

### **6.1 The Board of Directors**

**6.1.1 Governance and Management of the Society:** The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management, administrative and other functions under the direction and supervision of the Board. The paid administrator shall not have signing authority and therefore will not be allowed to carry out the duties of President, Vice President, Treasurer or Secretary.

#### **6.1.2 Powers and Duties of the Board:**

The Board has the powers of the Society, except as stated in the Societies Act.

The powers and duties of the Board include:

- (a) Promoting the objectives of the Society;
- (b) Promoting membership in the Society;
- (c) Hiring employees, for the efficient functioning of the league's business;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons from debts of the Society;
- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

#### **6.1.3 Composition of the Board:**

The Board will have a maximum fifteen (15) members consisting of the following roles:

- President;
- Vice-President;
- Secretary;
- Treasurer;
- Membership Director;
- Communications Director;
- Latest Past President;
- Directors at Large

#### **6.1.4 Election of the Board**

**6.1.4.1** All terms will be for two years.

**6.1.4.2** Candidates must be eighteen (18) years of age or older the day of the Annual General Meeting.

**6.1.4.3** A Voting Member interested in being elected to the Board must submit their interest in writing to the Board fourteen (14) days prior to the Annual General Meeting. The Voting Member must be in good standing with the Society.

**6.1.4.4** If there are insufficient submissions fourteen (14) days prior to the Annual General Meeting then nominations may be accepted from the floor of the Annual General Meeting.

**6.1.4.5** Voting Members may re-elect any Director of the Board.

**6.1.4.6** The Board of Directors shall be elected at the Annual General Meeting of the Society by voting members. The Board of Directors will be elected by a ranked ballot. Each Voting Member fills out a ballot with their top eight (8) choices. All ballots are counted for and the top candidates, based on available board positions, are elected. A Member does not have to be present at the Annual General Meeting to be voted in.

### **6.1.5 Designation of Board Positions**

**6.1.5.1** The Board will determine the roles described in 6.1.3 at the first board meeting after the Annual General Meeting.

**6.1.5.2** Board Directors may nominate themselves or another person for a role. The following roles will go to nomination:

- President
- Vice-president
- Secretary
- Treasurer
- Membership Director
- Communications Director

**6.1.5.3** Board Directors will serve two years in a role. The following schedule will be applied for when roles will go to nomination:

- President (even years)
- Vice-president (even years)
- Secretary (odd years)
- Treasurer (odd years)
- Membership Director (odd years)
- Communications Director (even years)

**6.1.5.4** Outgoing Director(s) in the roles described in 6.1.5.2 will be expected to participate with the board for three (3) months following the Annual General Meeting. It is expected that the Outgoing Director(s) will transfer knowledge and skills to the new Director(s). An Outgoing Director is a Member who did not seek re-election to the Board.

### **6.1.6 Resignation, Death or Removal of a Director**

**6.1.6.1** A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

**6.1.6.2** Voting Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.



**6.1.6.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of Immediate Past President. This position remains vacant until the next Annual General Meeting.

### **6.1.7 Board Meetings**

**6.1.7.1** The Board holds at least nine (9) Board Meetings each year.

**6.1.7.2** The President may call an extra meeting if any four (4) Directors make a request in writing and state the business for the meeting.

**6.1.7.3** Seven (7) days' notice for Board Meetings. Board Members may waive notice.

**6.1.7.4** Five (5) Directors present at any Board Meeting is a quorum.

**6.1.7.5** If there is no quorum, the President adjourns the meeting for ½ an hour. The meeting continues after this time even if quorum is not met. However, no motions can be passed.

**6.1.7.6** Each Director, including the President and the Past President, has one (1) vote.

**6.1.7.7** 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.

**6.1.7.8** Meetings of the board are open to Members of the Society who are welcome to participate but only Directors may vote. A majority of the Directors present may ask any other non-board Members, and other persons present, to leave.

**6.1.7.9** All Directors may agree to and sign a resolution outside of a regular board meeting. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

**6.1.7.10** A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

**6.1.7.11** Directors may agree to a motion via email. This motion is valid as one passed at a Board Meeting. The date on the motion is the date it will be recorded as passed. Motions dealt with via email votes are only for those matters that cannot wait until the next Board Meeting and will be recorded within the minutes of the next Board Meeting.

**6.1.7.12** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

**6.1.7.13** A Director may waive formal notice of a meeting.

### **6.2 Officers**

**6.2.1** The Officers of the Society are the President, Vice-President, Treasurer and Secretary.

**6.2.2** The Officers hold office until re-elected or until a successor is elected.

### **6.3 Duties of the Board members**

#### **6.3.1 The President:**

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society, the Board and the Executive Committee;
- Is an ex-officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society or appoints a designate;

- Chairs the Executive Committee; and carries out other duties assigned by the Board; and
- Is a signing authority.

#### **6.3.2 The Vice-President:**

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is responsible for the annual review of the Bylaws, Policies and Procedures;
- Is a member of the Executive Committee;
- Carries out other duties assigned by the Board; and
- Is a signing authority.

#### **6.3.3 The Secretary:**

- Attends all meetings of the Society, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of minute book and other records;
- Has charge of the Board's correspondence under the direction of the President and the Board;
- Makes sure all notices of various meetings are sent;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Carries out other duties assigned by the Board; and
- Is a signing authority.

#### **6.3.4 The Treasurer:**

- Makes sure all monies paid to the Society are deposited in the Society bank account;
- Makes sure that an account overview or a detailed account of revenues and expenditures is presented at every Board Meeting;
- Pays all bills for the Society;
- Makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee;
- Carries out other duties assigned by the Board; and
- Is a signing authority

#### **6.3.5 The Past President:**

- Served as President the previous year;
- Chairs the Nominating Committee; and
- Carries out other duties assigned by the Board

#### **6.3.6 Membership Director:**

- Is responsible for the organization, timing and completion of the annual membership campaign;
- Encourages and promotes membership to the Society.

- Keeps a record of and maintains the membership lists and other records pertaining to membership;
- Ensures compliance with the EFCL Code of Ethics with respect to selling memberships;
- Is responsible for collecting membership fees and submitting all monies to the Treasurer for deposit to the Society account.
- Reviews and prepares policy and procedures with respect to membership; and
- Reports monthly to the Board of Directors at the Board Meeting as required.
- Prepares an annual Membership Report for review at the Annual General Meeting of the Society.

#### **6.3.7 Communications Director:**

- Is responsible for publishing the Society newsletter per year;
- Is responsible for the maintenance of the League website, and social networking sites (i.e. Facebook, Twitter, etc.);
- Arranges for publicity of league events;
- Coordinates any outside advertising for the newsletter and makes sure to bill accordingly;
- Reviews and prepares policy and procedures with respect to publicity;
- Reports monthly to the Board of Directors at the Board Meeting as required; and
- Prepares an annual Publicity and Communications report for review at the Annual General Meeting of the Society.

#### **6.3.8 Directors At Large:**

- Assist where needed;

### **6.4 Board Committees:**

#### **6.4.1 Establishing Committees:**

The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as may be passed by the Board of Directors or at a Board Meeting.

#### **6.4.2 General Procedures for Committees:**

**6.4.2.1** A Board Member chairs each committee created by the Board of Directors.

**6.4.2.2** The Chairperson calls committee meetings. Each committee:

- Records minutes of its meetings;
- Distributes these minutes to the committee members and to the Chairpersons of all other committees;
- Provides reports to each Board meeting at the Board’s request.

**6.4.2.3** Two (2) days’ notice is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

**6.4.2.4** A majority of the committee members present at a meeting is a quorum.

**6.4.2.5** Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

#### **6.4.3 The Executive Committee:**

(a) Consists of the President, Past President, Vice-President, Secretary and Treasurer.

(b) Is responsible for:

- i. Carrying out emergency and unusual business between Board meetings;

- ii. Reporting to the Board on actions taken between Board meetings;
  - iii. Carrying out other duties as assigned by the Board.
- (c) All meetings of the Executive Committee are called by the President or on the request of any two (2) other Officers. They must request in writing that the President call a meeting and state the business of the meeting.
- (d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- (e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- (f) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- (g) An Officer may waive formal notice of a meeting.
- (h) All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

#### **6.4.4 The Finance Committee:**

- (a) Consists of the Treasurer, who is the Chairperson, and three (3) other Members, Officers or Directors appointed by the Board.
- (b) Is responsible for:
- i. Recommending budget policies to the Board;
  - ii. Investigating and making recommendations to the Board for acquiring funds and property;
  - iii. Recommending policies on disbursing and investing funds to the Board;
  - iv. Establishing policies for Board and committee expenditures;
  - v. Arranging the annual audit of the books;
  - vi. Reporting on the year's activities at the Annual General Meeting; and
  - vii. Carrying out other duties assigned by the Board.

#### **6.4.5 The Nominating Committee:**

- (a) Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
- (b) Is responsible for:
- i. Preparing a slate of nominees for each vacant Director position;
  - ii. Orienting new board members; and
  - iii. Presenting its recommendations to the Annual General Meeting.

### **ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**

#### **7.1 The Registered Office:**

The Registered Office of the Society is located in Edmonton, Alberta.

#### **7.2 Finance and Auditing:**

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

**7.2.2** 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, elected for that purpose at

a Board 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.

### **7.3 Seal of the Society:**

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

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

**7.3.3** 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.

### **7.4 Cheques and Contracts of the Society:**

**7.4.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

**7.4.2** No two members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.

**7.4.3** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

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

**7.5.1** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

**7.5.2** The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

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

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

**7.5.5** Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

**7.5.6** A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.

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

### **7.6 Borrowing Powers:**

**7.6.1** The Society 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.

**7.6.2** The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

### **7.7 Payments:**

**7.7.1** No Director or Officer of the Society receives any payment for their services as a Director or Officer.

**7.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

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

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

**7.8.2** 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 the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

**7.8.3** 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.

### **7.9 Amendments to the Bylaws:**

**7.9.1** These Bylaws may be rescinded, altered, or added to by a Special Resolution at a Special General Meeting or an Annual General Meeting with 21 days' notice in writing.

**7.9.2** Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a Special General Meeting, or an Annual General Meeting.

### **7.10 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 Tripartite Licence Agreement.

### **7.11 Parliamentary Authority:**

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 or the requirements of the Societies Act.

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

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

### **7.13 Tripartite Agreement**

The League shall act in accordance with the Tri-partite agreement, for as long as that agreement remains in force.

### **7.14 Interpretation**

In the case of a dispute over the interpretation of any aspect of these bylaws, the Executive Committee shall have the authority to make the decision as to which interpretation will be used.