

BYLAWS OF THE WINDSOR PARK COMMUNITY LEAGUE, EDMONTON
Alberta, Canada

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1 ARTICLE 1: NAME

The name of this organization shall be The Windsor Park Community League, Edmonton. The League is incorporated under the *Societies Act*.

2 ARTICLE 2: AREA AND BOUNDARIES

The League shall encompass that portion of the City of Edmonton with boundaries described as follows: an area delineated by 112 Street on the east, University Avenue on the south and the North Saskatchewan River on the west and the north. All descriptions are assumed to follow the centre line of the indicated waterway and roadways, with the median and directional lanes being considered as one roadway. These boundaries shall not prohibit areas included in these boundaries separating from the community league in the future, provided the Edmonton Federation of Community Leagues' recommended procedures for doing so are followed.

3 ARTICLE 3: DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

The following definitions and interpretations shall apply to all parts of these Bylaws:

- 3.1.1 An "Active member" is a member in good standing. A "member in good standing" includes any person who has fulfilled the requirements for membership in the League and who has paid the current account of annual dues and/or fees, or a person who resides with an Active member. In addition to these conditions, a member in good standing is a person whose name is entered in the Register of Members and who has neither voluntarily withdrawn from membership nor been expelled or suspended from membership after appropriate proceedings consistent with provisions of the Bylaws of the League. Senior members are a sub-set of Active members and have the same rights.
- 3.1.2 The "Board of Directors" shall consist of Officers and Directors as specified in these Bylaws. It shall include members of the Executive and appointed Officers, who are referred to as Coordinator/Directors. For the purposes of these Bylaws, "Director" and "Officer" are used interchangeably according to the Canada *Not for Profit Corporations Act*.
- 3.1.3 "Bylaws" means these Bylaws of The Windsor Park Community League, Edmonton.
- 3.1.4 "Coordinator/Directors" are members of the Board who are appointed by the Executive to fulfill a Coordinator position. A Coordinator/Director may be a member of the Executive or an Active member of the League.
- 3.1.5 The "Executive" of the Board of Directors of the League shall consist of Officers and Directors who are elected as specified in these Bylaws and the Past President.
- 3.1.6 "Institutional property" is land zoned AJ (Alternate Jurisdiction) or equivalent; e.g., University of Alberta land.
- 3.1.7 "The League" means The Windsor Park Community League, Edmonton.
- 3.1.8 "Motion" and "Resolution" may be used interchangeably in these Bylaws.
- 3.1.9 "Past President" means an individual distinct from the current President who most

recently held the position prior to the current President taking office (the immediate Past President) or, if not available, the person who was President prior to the immediate Past President.

- 3.1.10 “Records” means information received and maintained by the League Executive for conducting the business of the League, legal obligations, or both, regardless of medium or form.
- 3.1.11 “Registered Office” means the office of the Society, registered pursuant to the *Societies Act*, at which correspondence can be received.
- 3.1.12 “Register of Members” means the register maintained by the Membership Officer on behalf of the Executive containing the name, address and class of membership of each Member of the League, and including the dates of admission to and cessation of membership.
- 3.1.13 “Residing”, “resident”, and/or “residence” relate to a person who lives within the boundaries of the League area.
- 3.1.14 “The *Societies Act*” means the *Societies Act*, being Chapter S-14 of the Revised Statutes of Alberta 2000 and amendments thereto.
- 3.1.15 A Special Meeting shall be held to pass a Special Resolution, except where notice is given of a Special Resolution at an Annual General Meeting in accordance with Article 7.5.
- 3.1.16 A “Special Resolution” means a resolution passed at a Special Meeting or an Annual General Meeting for which twenty-one (21) days’ notice has been given to the membership. The notice must state the proposed resolution. To pass a Special Resolution requires 75% of Active members who are present to vote in favour.

A Special Resolution is required to remove a member of the Executive (Article 10.7), sell fixed property (Article 11.3), borrow or raise money (Article 11.5), exceed limits on spending (Article 11.7) or amend Bylaws (Article 18).

4 ARTICLE 4: MEMBERSHIP

4.1 Eligibility

Any person residing in or owning real property within the League’s boundaries, as defined by these Bylaws, may become an Active or Senior member of the Windsor Park Community League, with the exception of any person who resides in an institutional property, who may apply to become an Associate member (Article 4.3.3).

4.2 Admission of Members

Any individual meeting the requirements set out in Article 4.1 may become a Member in the appropriate category in Article 4.3 by paying the appropriate fees.
The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Categories

There are six categories of membership:

- 4.3.1 Active: An Active member is a member in good standing, who is eighteen (18) years of age or over. The category does not include Associate, Life or Honorary Members. An Active member qualifies for election or appointment to any Executive position and may vote at any General, Annual General or Special Meeting.
- 4.3.2 Senior: A Senior member is a member in good standing who is 65 years or older. A Senior member is not required to pay membership fees, but has the same rights as an Active member.
- 4.3.3 Associate: An Associate member is a non-voting member, who is from any business, institution or other organization located within the defined boundaries of the League, or a person who does not live within or no longer lives within the League's boundaries but wants to become or remain connected to the community, and has paid the membership fee.
- 4.3.4 Life: A Life member is a current or former member of the League who is recommended by the Executive. Life members cannot hold any Executive position or vote at any General, Annual General or Special Meeting, unless they also qualify as an Active member. In that case they are excused from paying a membership fee.
- 4.3.5 Honorary: An Honorary member is a person recommended by the Executive. An Honorary member may not hold any Executive position or vote at any General, Annual General or Special Meeting, unless the person also qualifies as an Active member. In that case they are excused from paying a membership fee.
- 4.3.6 Minor: A Minor member is a person under age 18 whose name appears in the Register of Members. A Minor member shall have no voting rights.

4.4 Membership Period

Membership shall be for a period of one year consistent with the community league membership year as determined by the Edmonton Federation of Community Leagues.

4.5 Membership Applications

- 4.5.1 Application for membership shall be made in such form or in such manner as may be approved by the Executive of the League.
- 4.5.2 Upon application and payment of any required fees, each member shall be entered in the appropriate category in the Register of Members.
- 4.5.3 Any person holding a valid membership in a community league that belongs to the Edmonton Federation of Community Leagues shall be granted Active membership rights for the duration of the membership year, upon relocating their residence within the League's boundaries.
- 4.5.4 The League shall accept any person holding a valid membership in a community league that belongs to the Edmonton Federation of Community Leagues in the League's programs provided the League's members have had prior opportunity to register. Such acceptance shall include the same program fees as for the League's members.
- 4.5.5 All members shall abide by the Bylaws and rules of the League.

4.6 Rights and Obligations of Members

- 4.6.1 Every member shall be entitled, subject to these Bylaws and any regulations for the time being in force made by the Executive as hereinafter provided, to all the rights and be

subject to the obligations of a member of the League.

4.6.2 Any Active member shall be entitled to:

- a) receive notice of General, Annual General and Special meetings of the League;
- b) attend any meeting of the League;
- c) speak at any meeting of the League;
- d) exercise voting rights, as defined in Article 9.1; and
- e) exercise other rights and privileges given to members in these Bylaws.

4.7 Resignation of a Member

Any member wishing to resign his or her membership shall give notice in writing to the Executive requesting acceptance by the Executive of the resignation, and such resignation shall take effect upon acceptance thereof by the Executive or 30 days after such notice has been received by the Executive, whichever occurs first; the former member shall be liable for payment of all such fees and charges incurred or for which such member is liable up to the date of and including the effective date of such resignation. Upon resignation, the member's name and other information shall be removed from the Register of Members, but the annual membership fee shall not be refunded.

4.8 Suspension or Expulsion of a Member

4.8.1 Members are expected to abide by the Bylaws and other rules of the League. Members failing to do so or who act in a manner that is deemed harmful or injurious to the League or its purposes shall be liable to suspension or expulsion by a resolution of the Executive, provided that a Notice is served on the member as set out in Article 4.8.5.

4.8.2 Harmful or injurious behaviour by a member includes but is not limited to:

- a) failure to abide by the Bylaws;
- b) intentional damage to League property, assets or reputation;
- c) being disruptive at League meetings or functions;
- d) being verbally or physically abusive to a League member, a member of the League Executive or community resident regarding a matter being considered by the League; and
- e) other actions harmful to the League, League members or individuals using community assets.

4.8.3 All complaints to be heard by the Executive shall be in writing and marked "Confidential and Without Prejudice." Such complaints shall specify the Bylaw violation or injurious behaviour and cite attempts at correcting the behaviour prior to the complaint being filed.

4.8.4 The Executive shall consider the complaint *in camera*. Pending a full and proper hearing, the Executive may place the member under immediate suspension. Quorum for immediate suspension shall be by a motion which is passed by two-thirds (2/3) of the Executive. The Executive shall notify the person temporarily suspended of this decision at the time when he or she is informed of the date of the full hearing by the Executive, as set out in Article 4.8.5.

4.8.5 Notice to a member.

- a) Subject to Article 4.8.6, the member shall be given at least 14 days' written notice of a meeting at which the Executive will deal with whether or not that member should be given a term suspension or expelled.

- b) The notice shall state the intended resolution for the term suspension or expulsion and the reasons why this action is being considered. The notice shall inform the member if he or she has been temporarily suspended pending a decision. The notice shall state that before the proposed hearing date, the member may meet with an *ad hoc* committee or an independent mediator to attempt to resolve the issue, as set out in Article 4.8.6. It shall explain that, should the informal attempt to resolve the issue fail, the member shall attend the Executive hearing, to which he or she may bring a supporter. At the hearing, the member shall have the opportunity to provide to the Executive, orally or in writing, any explanation or defense appropriate.
 - c) The notice shall be sent, either 1) by registered mail or 2) by an Officer of the Executive to the last known address of the member shown in the records of the League, in accordance with Article 22.
- 4.8.6 Prior to the expulsion hearing, the Executive shall attempt to resolve the matter with the League member using an informal dispute resolution process or through independent mediation. Under the informal dispute resolution mechanism, the member shall be invited to a meeting with an *ad hoc* committee of three (3) Executive members with seven (7) days' written notice of the meeting that outlines the complaint and shall be given the opportunity to bring a supporter. The complainant may be invited to attend. The concerns should be discussed with the member with a view of coming to an agreement. Following the meeting, the *ad hoc* committee will make a recommendation to the Executive with regard to the matter. In the case of independent mediation, the mediator will inform the Executive of the outcome. The Executive then informs the member as to whether it will proceed with the expulsion hearing or whether the matter is settled.
- 4.8.7 At the hearing the Executive shall hear the member's case if the member presents orally, or review their written statement of defense. The Executive shall determine how the matter is dealt with and may limit the time given to the member to address the Executive. Quorum for a hearing under this Article shall be two-thirds (2/3) of the Executive.
- 4.8.8 The Executive shall debate the resolution for the member's suspension or expulsion *in camera* and render a written decision within 72 hours. The decision may be to suspend the member for a stated period of time or to expel the member. At the conclusion of the hearing the majority vote of the Executive shall prevail.
- 4.8.9 If the member fails to attend the hearing without reason, the suspension or termination shall be effective immediately.
- 4.8.10 A member expelled shall forfeit all rights in and claim upon the League and its property and the former member's name and other information shall be removed from the Register of Members, but the annual membership fee shall not be refunded.
- 4.8.11 The period of expulsion may be for up to five years, as determined by the Executive.

5 ARTICLE 5: FEES

5.1 Fee Amounts

The Executive at an Executive meeting shall determine the annual membership fee.

5.2 Exceptions to Fees

No fees or dues or annual dues shall be paid by Senior, Honorary or Life members.

5.3 Payment of Fees

All fees and annual dues shall be due and payable when the application for membership is made or before participating in a program, on such terms as are directed by the Executive.

6 ARTICLE 6: FISCAL YEAR

6.1 Definition

The Fiscal Year of the League shall be from April 1st to March 31st of the following year.

7 ARTICLE 7: MEETINGS

7.1 Meeting Types

All meetings shall be termed as one of General, Annual General, Special, or Executive meetings.

7.2 Notice of General, Annual General and Special Meetings

- 7.2.1 Written notice of General, Annual General and Special meetings shall be sent electronically or by mail or otherwise delivered to the household of each Registered Member.
- 7.2.2 In addition notice shall be posted in at least one outdoor public place and may be posted on the League's website or Facebook page, or in any other ways determined by the Executive.
- 7.2.3 The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.

7.3 General Meetings

- 7.3.1 A General Meeting may be called at any time by the President and shall be called upon receipt, by the Executive, of a written request signed by 10% of the membership. Members shall be notified at least seven (7) days before the meeting is to be held, with the exception of the Annual General Meeting (Article 7.4.2).
- 7.3.2 Notice shall be given as specified in Articles 7.2.1 and 7.2.2.
- 7.3.3 Ordinary resolutions may be voted on at a General Meeting, with voting procedures as set out in Article 9.
- 7.3.4 A General Meeting may take the form of a public forum at which all in attendance may participate, but at which no binding vote shall be taken, except on proof of membership.

7.4 Annual General Meeting

- 7.4.1 The League shall hold an Annual General Meeting on or before December 31st in each year, in addition to any other General Meetings in that year, and shall specify the meeting as such in the notice calling it.

- 7.4.2 Notice of the Annual General Meeting shall be given 21 days prior to the date of the meeting and shall be advertised in the manner set out in Articles 7.2.1 and 7.2.2.
- 7.4.3 Ordinary resolutions may be voted on at an Annual General Meeting, with voting procedures as set out in Article 9. Article 7.5.2 addresses Special Resolutions brought to an Annual General Meeting.
- 7.4.4 The Annual General Meeting deals with the following matters:
- a) adoption of the agenda;
 - b) adoption of the minutes of the last Annual General Meeting;
 - c) consideration of the President's report (Articles 12.2d and 15.4);
 - d) review of the financial statements setting out the League's balance sheet, a profit and loss account and the auditor's report (Article 15.3);
 - e) appointment of the auditors;
 - f) election of Officers for the following year;
 - g) report by the Membership Officer;
 - h) consideration of matters specified in the meeting notice; and
 - i) any other business identified when adopting the agenda.
- 7.4.5 At this meeting there shall be elected a President, Vice President, Secretary, Treasurer, Membership Officer and three other Officers/Directors at large. The Officers and/or Directors so elected shall form the Executive and shall serve until their successors are elected.

7.5 Special Meetings

- 7.5.1 A Special Meeting may be called at any time:
- a) by a resolution of the Executive to that effect; or
 - b) on the written request of at least two-thirds (66%) of members of the Executive. The request shall state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting; or
 - c) on the request of at least twenty percent (20%) of the Active members. The request shall state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting.
- 7.5.2 A Special Meeting shall be held to pass a Special Resolution, except where a Special Resolution is brought to an Annual General Meeting, in which case all the provisions governing a special meeting, as set out in this Article, shall be met.
- 7.5.3 Notice of a Special Meeting to pass a Special Resolution shall be given 21 days prior to the date of the meeting, and notice shall be given as set out in Articles 7.2.1 and 7.2.2.
- 7.5.4 The provisions governing a Special Meeting shall be the same as for a General Meeting, except that 21 days' notice of the Special Meeting and its objective shall be given and a vote of not less than three-quarters (75%) of the Active members present is required to pass the Special Resolution.
- 7.5.5 Ordinary resolutions may be passed at a Special Meeting and governed by the requirements for a General Meeting.

7.6 Appointment of Chairperson

The President of the League shall preside as chairperson at every meeting and in his or her absence the Vice President; if neither of these is present or if, at any meeting, the chairperson is not present,

within fifteen minutes after the time appointed for the meeting, the Active members present shall choose one of the Executive present to be chairperson, or if no member of the Executive is present and willing to take the chair, the Active members present shall choose one of their number to be chairperson.

7.7 Adjourned Meetings

- 7.7.1 The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice has been given.
- 7.7.2 No notice of a meeting is necessary if it is adjourned for less than 30 days and the members present so agree. Notice is required, as for the original meeting, if it is adjourned for more than 30 days.

7.8 Executive Meetings

- 7.8.1 The Executive shall hold a minimum of eight meetings per year.
- 7.8.2 All meetings of the Executive shall be called by the President or on the request of three (3) Executive members.
- 7.8.3 Any member of the League may attend Executive Meetings but non-Executive members shall not vote at such meetings. A majority of the Executive members present may ask any other member or other persons present to leave.
- 7.8.4 Under emergency circumstances, any member of the Executive may request an additional meeting and the President shall summon a meeting of the Executive giving 24 hours' notice, orally or in writing. Such a meeting may be held by conference call or online.

7.9 Membership Purchase at Meetings

Memberships shall be available for sale prior to the start of any meeting.

7.10 Attendance by Public

Interested members of the public, other than League members, may be invited to attend Executive, General, Annual General or Special Meetings but shall not take part in voting and, unless recognized by the Chair, shall not take part in debates or address the chair.

8 ARTICLE 8: QUORUM

8.1 Executive Meeting

- 8.1.1 At any Executive Meeting of the League, five (5) Executive members shall constitute a quorum or a majority of the Executive if some Executive positions are vacant. Absent members of the Executive may be contacted and participate by electronic means to create a quorum.
- 8.1.2 If a quorum cannot be reached, the meeting shall be rescheduled at the Officers' earliest convenience.

8.2 General, Annual General and Special Meeting

- 8.2.1 At any General, Annual General or Special Meeting of the League, ten (10) Active members shall constitute a quorum.
- 8.2.2 If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened at the request of members, shall be dissolved; in any other case, it shall stand adjourned until a date and time specified by the chairperson and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 8.2.3 Notice shall be given of a meeting to replace one adjourned for lack of quorum, but it shall not be required to give the full period of notice of the original meeting, unless the meeting is adjourned for 30 days or more.

9 ARTICLE 9: VOTING POWER

9.1 Right to Vote

Each Active member of the League shall have the right to vote at all meetings excluding Executive Meetings, when in attendance at the time the vote is taken.

9.2 Vote Distribution

Every Active member shall have one vote.

9.3 Voting Mechanism

- 9.3.1 Voting on any resolution or motion shall be done by a show of hands at all meetings, except that voting may be done by secret ballot when deemed necessary by the majority of those present.
- 9.3.2 Votes at General, Annual General and Special meetings must be in person and not by proxy or otherwise.

9.4 Majority

At any meeting, motions shall be decided by a simple majority of the Active members present, except in the case of a Special Resolution, where a majority of at least three-quarters (75%) of the Active members present is required.

9.5 Voting at Executive Meetings

Only the elected Executive members shall have voting powers at the Executive Meetings, with the exception of the Past President who shall be entitled to vote. Votes shall be made in person, except for any Executive member participating in a meeting by electronic means, who shall be entitled to vote.

9.6 Tie in Voting

The President (or the chairperson) shall be entitled to a vote at all meetings. The President (or the chairperson) shall not have a second or casting vote in the case of a tie. If there is a tie, the motion shall be defeated.

9.7 Declaration of Results of Voting

At any meeting, unless a poll is demanded by the chairperson or by three (3) or more members present, declaration by the chairperson that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the League shall be conclusive evidence of the fact, without proof of the number or portion of the votes received in favour of or against such resolution.

9.8 Polling

If a poll be demanded, it shall be taken forthwith in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the matter. The demand for a poll may be withdrawn.

10 ARTICLE 10: ELECTION OF OFFICERS AND DIRECTORS

10.1 Nominations and Elections

10.1.1 Members of the Executive of the Community League shall be elected from among the League's Active members for a term of one (1) year by simple majority vote at the Annual General Meeting, except as otherwise provided hereafter.

10.1.2 Nomination of Officers (or Directors) to be elected to the Executive shall include:

- President
- Vice President
- Secretary
- Treasurer
- Membership Officer
- Three Executive Members-at-Large

The Members-at-Large may hold one or more of the Coordinator/Director positions as indicated in Article 11.11.

10.1.3 The Past President, as defined in Article 3.1.9, assumes the position of Past President on the Executive until replaced by the subsequent Past President. The purpose of the Past President's position is to provide advice and continuity to the League Executive.

10.1.4 Officers may be labeled as Directors or vice versa, as needed to support the usage required in any circumstance where the Executive is required to identify or label its Officers and/or Directors for reporting purposes.

10.1.5 A retiring member of the Executive shall be eligible for re-election to either the same or a different office or position.

10.2 Election Procedure

10.2.1 At each Annual General Meeting, the whole of the Executive shall automatically be retired from office (that is, their term in office expires) and the Active members shall elect an Executive to replace the retiring one.

10.2.2 Any Active member of the League shall have the right to nominate one candidate for each of one or more offices. The nominee shall signify, in writing or vocally at the Annual

Meeting, if willing to accept the nomination.

- 10.2.3 The Past President (that is, the individual who has served as Past President in the preceding year) or, if that person is unavailable, an Active member designated by the Executive, shall have charge of a slate of nominations for the election of the Officers for the ensuing year, shall present the same at the Annual General Meeting, and shall, if required, introduce and give qualifications of all nominees.
- 10.2.4 Nominations may be forwarded to the President at least one week prior to the Annual Meeting.
- 10.2.5 Nominations may also be made from the floor of the Annual General Meeting.
- 10.2.6 All voting at elections when an office is contested shall be by secret ballot. If a candidate does not receive a majority of votes cast at an election on the first ballot, the candidate receiving the least number of votes shall be dropped from the ballot and further vote shall be taken and so on until one candidate secures a majority of the votes.
- 10.2.7 Prior to the election, the Vice President or, if this person is unavailable, the President or other designated (by the President) member of the Executive shall prepare the ballots. At the Annual General Meeting, two Active members, who are approved by those present, shall be entrusted to handle ballots, if so required.
- 10.2.8 The candidates shall have the opportunity to express their interest and qualifications at the Annual General Meeting before voting occurs.

10.3 Assumption of Office

A nominee assumes office upon election.

10.4 Resignation of an Officer

An Officer may resign prior to the conclusion of their term by submitting a signed letter of resignation in writing to the Secretary.

10.5 Filling a Vacant or New Office

- 10.5.1 Any vacancy or new position occurring on the Executive between Annual General Meetings may be filled through appointment by the Executive. Membership shall be given at least seven (7) days' notice of this vacancy prior to the selection of a replacement Executive Officer, and any Active member may offer to serve. If more than one member offers their services, the Executive shall determine the outcome by simple majority vote. The Executive shall announce the new Officer in the next communication with members and in the next newsletter, and the new Officer shall be entitled to vote at Executive meetings, notwithstanding Article 9.5.

10.5.2 If the whole of the Executive resigns, a Special Meeting shall be held on the notice and at the instigation of any Active member of the League, at which time a new Executive shall be elected for the balance of the one-year term.

10.6 Disqualification of Members of the Executive

10.6.1 The position of a member of the Executive shall be vacated automatically if he or she:

- a) resigns by notice in writing (including e-mail) to the Secretary;
- b) ceases to be an Active member;
- c) is involved with or participates in the profits of any contract with the League and fails to make full disclosure of his/her interest beforehand or votes in respect of the contract;
- d) is declared mentally incompetent by a court of competent jurisdiction or found guilty and imprisoned following a serious crime;
- e) fails, without due reason, to carry out duties assigned by the Executive;
- f) speaks on behalf of the League without authorization;
- g) is disruptive or abusive and repeatedly fails to comply with requests from the chairperson at Executive meetings;
- h) is absent from any three (3) consecutive Executive meetings, unless the Executive decides that valid reasons have been presented for the absences.

10.6.2 Taking a different view or position on a matter decided by the League by a vote of the Executive or League members is not on its own, grounds for disqualification of the dissenting Executive member as long as the person makes it clear he or she is expressing a personal opinion as a resident and not as a member of the Executive, and the behaviours prohibited in Article 4.8.2 are not in evidence.

10.6.3 If the whole of the Executive becomes disqualified, a Special Meeting shall forthwith be held on the notice and at the instigation of any Active member of the League, at which time a new Executive shall be elected for the balance of the one-year term.

10.7 Removal of Members of the Executive

10.7.1 Active members may call a Special Meeting in accordance with Article 7.5.1c to pass a Special Resolution to remove any member of the Executive who is acting in a manner that is deemed harmful or injurious to the League as defined in Article 4.8.2 before the expiration of the member's term of office, or for failing, without due reason, to carry out the duties of the Executive position held. The Special Meeting shall provide opportunity for the executive member to bring supporters and to explain or defend him/herself prior to the vote on the Special Resolution.

10.7.2 Prior to Active members calling a Special Meeting to remove a member of the Executive, the members shall request the Executive to either set up a dispute resolution process consisting of an *ad hoc* committee of three (3) Executive members to look into the matter with a view to coming to an agreement, or refer the matter to independent mediation, as set out in Article 4.8.6. The *ad hoc* committee or mediator shall report its findings and recommendation to the Active members seeking the removal of an Executive member and to the Executive, including the Executive member whose removal is being considered.

11 ARTICLE 11: EXECUTIVE

11.1 Governance and Management of the League

- 11.1.1 The Executive governs and manages the affairs of the League.
- 11.1.2 The Executive consists of:
 - a) the elected Officers as set out in Article 10.1.2;
 - b) the Past President as defined in Article 3.1.9;
 - c) any invited Associate or Honorary members who represent other community organizations within the League's boundaries, as available; and
 - d) up to two (2) previous, experienced members of the Executive, who may be invited to attend Executive meetings each year to provide advice throughout the year.
- 11.1.3 Only elected members of the Executive and the Past President are entitled to vote at Executive meetings (Article 9.5).
- 11.1.4 The Executive may meet for the dispatch of business, adjourn and otherwise conduct and regulate its meetings as it deems fit.
- 11.1.5 Questions arising at any Executive meeting shall be decided by a simple majority vote of the Executive members in attendance.
- 11.1.6 The Executive may act notwithstanding any vacancy in its body, but if the number of members is reduced below the number fixed as the necessary quorum for an Executive Meeting (Article 8.1), the Executive may act for the purpose of increasing the number on the Executive to that number, as stated in Article 10.5.
- 11.1.7 The President of the League shall be the chairperson of the Executive; in his/her absence the Vice President, and if there is no President or Vice President, or if at any meeting the President and Vice President are both absent, the members of the Executive present may select an Executive member who is present to chair the meeting.
- 11.1.8 The Executive may delegate any of its powers to committees consisting of such member or members as they think fit, but any committee so formed shall in the exercise of the power so delegated report its activities to the Executive and perform the duties that may be outlined by the Executive.
- 11.1.9 All acts done by the Executive or its members shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive.

11.2 Executive Committee

- 11.2.1 The Executive Committee consists of the President, Vice President, Secretary, Treasurer, and Past President of whom a majority shall constitute a quorum. The Executive Committee is vested with authority to exercise all the powers of the Executive to carry out emergency and unusual business between Executive meetings when the members of the Executive are not immediately available except where such powers are required by the laws of the Province of Alberta to be exercised by the Executive.

- 11.2.2 The members of the Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated to the Committee by the Executive from time to time.
- 11.2.3 All meetings of the Executive Committee are called by the President or on the request of any two (2) other members of the Executive Committee. These officers must request in writing that the President call a meeting and state the business of the meeting.
- 11.2.4 The Executive Committee shall keep minutes of its proceedings and report the same to the Executive at the next meeting thereof.
- 11.2.5 All decisions of the Executive Committee shall be ratified at the next regularly scheduled Executive meeting or are to be regarded as null and void.

11.3 Power of the Executive

- 11.3.1 The Executive shall be responsible to the members for the general operation of the League in compliance with these Bylaws, the *Societies Act*, and any resolutions passed at General, Annual General or Special Meetings. However, no such resolutions passed at a General, Annual or Special Meeting shall invalidate any prior act of the Executive that would have been valid if that resolution had not been made.
- 11.3.2 The powers and duties of the Executive include:
 - a) promoting the objects of the League;
 - b) promoting membership in the League;
 - c) appointing Coordinators to carry out specific duties assigned by the Executive, as indicated in Article 11.11.4.
 - d) hiring employees for the efficient functioning of the League's business;
 - e) regulating employees' duties and setting their salaries;
 - f) maintaining and protecting the League's assets and property;
 - g) approving an annual budget for the League;
 - h) paying all expenses for operating and managing the League, including paying persons for services;
 - i) protecting persons from debts of the League, including purchasing directors' liability insurance for elected members of the Executive and Coordinator/Directors at a level appropriate to current risk, and other liability insurance as required;
 - j) investing any extra monies;
 - k) financing the operations of the League, and borrowing or raising monies;
 - l) approving all contracts for the League;
 - m) maintaining all accounts and financial records of the League;
 - n) appointing legal counsel as necessary;
 - o) making policies, rules and regulations for operating the League and using its facilities and assets;
 - p) selling or disposing of any or all of the movable assets of the League for the benefit of the League;
 - q) selling, disposing of or mortgaging any or all of the fixed assets of the League for the benefit of the League, subject to Special Resolution;
 - r) appointing a spokesperson for an issue, as appropriate;
 - s) inviting representatives of organizations and institutions that operate within the League's boundaries to either attend specific meetings or sit on the Executive as

non-voting members for the purpose of liaising among various organizations for the overall benefit of the community;

- t) selecting an Active member to fill a vacant or new position on the Executive, as set out in Article 10.5.1; and
- u) setting up standing and *ad hoc* committees from the Active membership, as needed, with their terms of reference and reporting requirements.

11.3.3 The Executive shall adopt such means as it deems sufficient to bring to the notice of members all such regulations, alterations, and repeals. All such regulations, so long as they are in force, shall be binding upon all members of the League.

11.4 Remuneration and Indemnity

- 11.4.1 No Officer, Executive member of the League or Coordinator shall be remunerated for any services as a member of the Executive, but this shall not preclude payment for services rendered outside the scope of Executive responsibilities.
- 11.4.2 Each Officer holds office with protection from the League. The League indemnifies each Executive Officer and Coordinator against all costs or charges that result from any act done in his/her role for the League through the purchase of directors' liability insurance at a level appropriate to current risk. The League shall not protect any Officer for acts of fraud, dishonesty or bad faith.
- 11.4.3 No Officer or Coordinator is liable for the acts of any other Officer or employee. No Officer or Coordinator 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 or Coordinator is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the League, unless the act is fraud, dishonesty or bad faith.
- 11.4.4 Officers may 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.

11.5 Borrowing Powers

Subject to the provisions of the *Societies Act*,

- 11.5.1 The Executive may from time to time raise or borrow money for the purpose of the League's business and may secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the League (present and future), and may issue bonds or debentures payable to bearer or otherwise, give and grant securities under the *Bank Act* and generally raise or borrow money for the purpose of the League, secured or charged upon the whole or any part of the assets and properties of the League, or otherwise as may be advisable or necessary in the interest thereof. The borrowing of money or raising of money shall require a Special Resolution.
- 11.5.2 Any bonds, debentures or other securities, issued or to be issued by the League, shall be under the control of the Executive, which may issue them assignable free from any equities between the League and the person to whom the same may be issued and/or upon such other terms and conditions and in such manners and for such consideration as it shall consider to be for the benefit of the League.
- 11.5.3 Any bonds, debentures or other securities may be issued at a discount, premium, or otherwise and with any special privileges as to redemption, surrender, drawing, conversion, or otherwise.

11.6 Signing Authority

Any three (3) or more of the President, Vice President, Treasurer or Secretary shall have signing authority or, if three individuals among these positions are not available for this duty, one signing authority may be another Active member. Only those with signing authority shall be authorized to sign cheques, notes, debentures and all other papers and documents which pertain to the affairs of the League. Two signatures shall be required on all cheques. No two members of the same household shall be signing authorities. No signing authority shall sign a cheque when he or she is the payee. All contracts of the League shall be signed by the Officers or other persons authorized to do so by resolution of the Executive.

11.7 Limits on Spending

Unless authorized by a Special Resolution of the members, the Executive shall not incur any expense on a single item greater than ten percent (10%) of the League's operating account.

11.8 Hiring of Contractors

Subject always to 11.7 above, the President may commit to expenses in situations of urgency without calling a meeting. An urgent situation is one in which action must be taken to protect health and safety and prevent further damage.

11.9 General Procedures for Committees

- 11.9.1 The Executive may appoint standing committees and *ad hoc* committees to advise it or help with its duties. These committees shall carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Executive or at a General, Annual General or Special Meeting. The Executive shall appoint chairpersons and assign their duties, as deemed necessary.
- 11.9.2 The chairperson calls committee meetings. Each committee shall report regularly to the Executive, in the manner requested by the Executive.
- 11.9.3 A minimum of two (2) clear days' notice for committee meetings is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- 11.9.4 A majority of the committee members present at a meeting is a quorum.
- 11.9.5 No committee (including the Executive Committee) shall have the right to spend any money except as has been allocated to that committee by the Executive.
- 11.9.6 No committee shall take a public position except following approval by the Executive.
- 11.9.7 Committee meetings may be held by any method agreed to by a majority of the committee members.
- 11.9.8 The elected Officers shall disband standing and *ad hoc* committees as deemed necessary once duties have been completed.

11.10 Managers and Employees

- 11.10.1 The Executive may appoint a manager or employee, and may fix his/her remuneration, either by way of salary or commission or by conferring a right to participation in the benefits of the League, or by a combination of two or more of these modes, and agree on other conditions of employment.

- 11.10.2 The manager or employee shall be liable to dismissal for cause, or to removal on one month's notice or remuneration thereof by the Executive, which may appoint another person in his/her place.
- 11.10.3 The Executive may from time to time entrust to, delegate to or confer upon the manager or employee such powers (including power to sub-delegate) as it thinks fit, but in the exercise of all the powers the manager or employee shall be subject to all such regulations and restrictions as the Executive may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

11.11 Coordinator/Directors

- 11.11.1 The Executive may appoint Coordinator/Directors to carry out specific activities of the League. These Coordinator/Directors shall carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Executive or at a General Meeting.
- 11.11.2 Coordinators must be Active members in good standing.
- 11.11.3 An elected Officer may serve as a Coordinator while in their term as Officer.
- 11.11.4 The Coordinator/Director roles may include responsibilities for:

- Adult Programs
- Archives
- Building Rental
- Casino
- Children/Youth Programs
- Civics, including Central Area Council of Community Leagues
- Community Development
- Communications (including Newsletter Editor)
- Crime Prevention
- Facilities/Building Maintenance
- Parking
- Rink Maintenance
- Social Events
- Sports/Soccer
- Volunteers
- Website

Other Coordinator/Director positions that the Executive from time to time deems necessary for the better administration of the League.

11.12 Assistants

Each Executive member and Coordinator/Director may appoint an Assistant to help with the duties of the position and are authorized to act on his or her behalf if absent or unavailable. Assistants are league members who are unpaid volunteers. Assistants shall be approved by the Executive before acting in that capacity.

12 ARTICLE 12: DUTIES OF EXECUTIVE MEMBERS

12.1 Record Keeping

- 12.1.1 Members of the Executive are responsible for maintaining records and documentation pertaining to their activities while in the position.
- 12.1.2 All records that an Executive member makes during his/her term of office shall be the property of the Windsor Park Community League.
- 12.1.3 At the termination of his/her term of office, each Executive member shall surrender the records associated with his/her office to the successor.

12.2 President

The President shall:

- a) preside over all meetings of the League and serve as the chairperson;
- b) be responsible for the general administration of the affairs of the League;
- c) be an *ex officio* member of all committees;
- d) give a Report at the Annual General Meeting (Article 7.4.4c), which may include the financial report and an overview of the major activities of the League during the preceding 12 months. If the President does not give the financial report he or she shall direct another Officer to give the financial report (Article 15.3). In addition, the President may direct other Officers to give reports on their activities at the Annual General Meeting;
- e) carry out other duties assigned by the Executive; and
- f) automatically assume the position of Past President upon leaving the position of President.

12.3 Vice President

The Vice President shall:

- a) in the absence of the President, or in the event of his/her involvement in debate, assume and discharge all duties and responsibilities of the President until the latter is again available or replaced at the Annual General Meeting;
- b) fill the vacancy if the office of the President becomes vacant between elections;
- c) be responsible for the procedure for election of Officers;
- d) act as “parliamentarian” to advise the President and Executive Officers of the League’s Bylaws and to pass comment on any question which may arise, according to the Rules of Order (Article 21), the League’s Bylaws or the regulations as laid down in the *Societies Act* as per Alberta or Federal Statutes, for the Chair to rule on;
- e) carry out, under the direction of the Executive, periodic review of the League’s Bylaws; and
- f) be responsible for the distribution of the League’s Bylaws upon request.

12.4 Secretary

The Secretary shall:

- a) be the custodian of the League’s records pertaining to the office;
- b) ensure that all notices of various meetings are sent;

- c) keep accurate minutes of all meetings in a book or books, including the exact wording of motions, identifying the mover and seconder, and the result of the voting on such motions. The record shall include the type of meeting, its purpose, date, time and location, the attendance, resolutions and proceedings of:
 - Executive Meetings;
 - General Meetings;
 - Annual General Meetings;
 - Special Meetings;
 - Executive Committee Meetings; and
 - Meetings of Standing Committees appointed by the Executive, as required by the Executive.
- d) have minutes of Executive, General and Special meeting(s) in the hands of the Executive prior to the next Executive meeting, and the minutes of the Annual General Meeting in the hands of the Executive prior to the next Annual General Meeting;
- e) record any and all changes to minutes of prior meeting in current minutes;
- f) oversee the correspondence of the League, under the direction of the President and Executive;
- g) keep records of criminal record checks for all League volunteers as such positions require;
- h) provide up-to-date contact lists for the Executive and Committee Chairs;
- i) keep the League's seal, unless the Executive gives other directions for its safe-keeping; and
- j) keep, or cause to be kept, a book or books wherein shall be recorded:
 - a copy of the Application for Incorporation, Bylaws, and amendments thereto, of the League;
 - a copy of all other documents registered with and by the Registrar under the *Societies Act*; and
 - any other information required under the *Societies Act*, including the location of the Registered Office.

12.5 Treasurer

The Treasurer shall:

- a) receive all monies collected on behalf of the League and issue duplicate receipts;
- b) pay all bills and expenses when approved by formal motion at an Executive, General or Annual General Meeting (same to be accompanied by back-up documents);
- c) keep accurate financial records and prepare the League budget, as required;
- d) deposit funds of the League in the League's bank account(s);
- e) prepare a written itemized financial report to each Executive and Annual General Meeting and to each General and Special Meeting if requested by the Executive;
- f) arrange to have the book(s) audited no later than the 30th day of June;
- g) ensure that the annual Not-for-Profit League filing with Corporate Registries is done in a timely manner;
- h) keep and maintain in force insurance for all assets of the League, which is to be reviewed annually; and
- i) purchase directors' liability insurance for all Executive members and Coordinator/Directors at a level appropriate to current risk, and other liability insurance as required.

12.6 Membership Officer

The Membership Officer shall:

- a) time, organize and complete the annual Membership campaign;
- b) keep the Register of Members as required by the *Societies Act*, and maintain the membership lists and other records pertaining to membership;
- c) ensure compliance with the Edmonton Federation of Community Leagues' Code of Ethics with respect to selling memberships;
- d) prepare an annual budget for membership and submit it to the Executive;
- e) review and prepare policy and procedures with respect to membership; and
- f) report to the Executive on a regular basis, as requested by the Executive.

13 ARTICLE 13: THE SEAL

13.1 Use of Seal

The League shall have a seal affixed to all documents, requiring execution under the seal of the League, by any two of the Officers of the League, or by such party or parties as might be authorized from time to time, by the Executive.

13.2 Keeper of Seal

The seal shall be kept in the charge of the Secretary or other person appointed by the Executive.

14 ARTICLE 14: MINUTES AND RECORDS

14.1 Minutes

The Executive shall cause minutes to be made in a book or books provided for the purpose of the time, place, attendance, resolutions and proceedings of the League, as outlined in the duties of the Secretary in Article 12.4.

14.2 Records

The Executive shall ensure that all records are maintained as required by the *Societies Act*. The Secretary shall keep, or cause to be kept, a book or books wherein shall be recorded all items listed in Article 12.4j. The Membership Officer shall maintain the Register of Members.

14.3 The Registered Office

The Registered Office of the League is located at 11840 - 87 Avenue NW, Edmonton, T6G 2S3, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Executive.

15 ARTICLE 15: ACCOUNTS

15.1 Accounting

15.1.1 The Executive shall cause true accounts to be kept of:

- the sums of money received and expended by the League and the matters in respect of which such receipts and expenditures take place
- all sales and purchase of goods and services by the League
- the assets and liabilities of the League.

15.2 Account Books

The books of accounts shall be kept on the premises of the League, or at any such other place or places as the Executive may determine.

15.3 Reporting

At the Annual General Meeting in every year, the Executive shall present the League with a balance sheet, a profit and loss account and the auditor's report made up and submitted in accordance with the laws of the Province of Alberta. As part of the reporting, the President or other designated member of the Executive shall include a verbal report on the financial state and condition of the League.

15.4 President's Report

Every such balance sheet and account shall be accompanied by a Report of the President (Article 7.4.4c).

16 ARTICLE 16: INSPECTION OF BOOKS AND ACCOUNTS

16.1 Inspection by Executive

The books, accounts and records of the League shall be open to inspection by any member of the Executive at all times.

16.2 Inspection by Members

16.2.1 The books and records of the League may be inspected by any Active member at the Annual General Meeting or at any time upon giving 21 days' notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

16.2.2 The fees for providing copies shall be in compliance with the *Societies Act*.

17 ARTICLE 17: AUDIT

17.1 Annual Audit and Accounting

An audit of the League's finances and statements shall be conducted annually, as required by the *Societies Act*, by a duly qualified accountant or other volunteers, in accordance with the League's audit policy. A complete statement of the standing of the books shall be presented by the Auditor and/or the Executive at the Annual General Meeting.

17.2 Accountants

The Executive shall appoint an accountant at the first Executive meeting following the Annual General Meeting to hold the position until the next Annual General Meeting.

18 ARTICLE 18: BYLAWS

18.1 Amendments and Rescindments

- 18.1.1 All proposed changes to the Bylaws shall be reviewed at an Executive meeting before being forwarded to a Special or Annual General Meeting.
- 18.1.2 Bylaws may be made, altered, or rescinded by Special Resolution, at a Special Meeting or at an Annual General Meeting provided 21 days' notice of the Special Resolution has been duly given.

18.2 Notice of Proposed Bylaw Revisions

The notice of such Special Meeting or Annual General Meeting shall set forth the Special Resolution to be introduced and provide the text of the proposed changes to the League Bylaws.

18.3 Limits of Consideration

No Bylaw or Bylaws other than the one for which notice has been given shall be considered at such Special Meeting or Annual General Meeting, but the Special Resolution may be amended by a vote of not less than three-quarters (75%) of the Active members present, and a sub-amendment may likewise be moved and passed.

18.4 Filing of Bylaws

Once ratified by the membership, a printed copy of the Bylaws shall be filed under the *Societies Act*, submitted to the Edmonton Federation of Community Leagues, made available in the Community League building and posted on the League's website.

19 ARTICLE 19: EDMONTON FEDERATION OF COMMUNITY LEAGUES

19.1 Membership and Code of Ethics

The League shall, until dissolution occurs, maintain its membership in the Edmonton Federation of Community Leagues and abide by the Federation's Code of Ethics.

20 ARTICLE 20: DISSOLUTION

20.1 Edmonton Federation of Community Leagues

Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts shall become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues shall hold the cash assets in trust until it is able to reactivate the Society or merge the Society with another Community League. The real property shall pass to the City of Edmonton, pursuant to the Tri-partite License Agreement.

20.2 Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the grant sponsor shall be returned to the grant sponsor or otherwise dealt with in accordance with the agreements between the Society and the grant sponsor.

20.3 Casino Funds

All property in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which funds can be used pursuant to the terms of the casino license, shall be delivered to a registered charitable organization determined by the Executive and which is acceptable pursuant to the terms of the casino license.

21 ARTICLE 21: PARLIAMENTARY AUTHORITY

21.1 Rules of Order

- 21.1.1 At the first Executive Meeting following the election of Officers, a recognized guide to Rules of Order shall be selected for the year by simple majority vote. This decision shall be published in the newsletter. The Rules of Order may be the most current edition of Robert's Rules of Order or another comparable publication. A copy of these Rules of Order shall be present and will govern the proceedings of the said meeting at which the motion was passed and all subsequent League meetings until after the following first Executive meeting after the election of Officers, provided that they are not inconsistent with these Bylaws or the requirements of the *Societies Act* or Federal Statutes.
- 21.1.2 The selected Rules of Order may be used as a guideline otherwise for incidental consideration by the meeting Chairperson if and when that chairperson deems it necessary for the proper functioning of the meeting, this being at the discretion of the Chairperson.

22 ARTICLE 22: NOTICE

22.1 Service on a Member

- 22.1.1 A notice may be served by the League on any member entitled thereto either personally or by sending it through the mail (or equivalent mailing method) in prepaid envelope or wrapper to such member at the address appearing in the Register of Members.
- 22.1.2 Any notice sent by mail (or other mailing method) shall be deemed to have been served seven (7) days from the date of mailing if the document is mailed in Alberta to an address in Alberta, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the usual manner or by registered mail, if proof the notice was signed for is not available.
- 22.1.3 When a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, and the day of which such notice is given shall not, be included in such number of days or other period.
- 22.1.4 Notwithstanding anything to the contrary contained in these Bylaws, any member of the

League or member of the Executive entitled to receive notices may, by instrument of writing signed by such member waive any such notice on such terms and conditions, if any, as such member may deem fit.

22.2 Service on the League

Service on the League shall be made by ordinary mail addressed to the League at its Registered Office (Article 14.3).