

BYLAWS OF THE CLOVERDALE COMMUNITY LEAGUE

Article 1: Name

The legal name of the organization will be "The Cloverdale Community League," hereinafter referred to as "the League."

Article 2: Boundaries

The League shall mean that portion of the City of Edmonton designated as such by the Edmonton Federation of Community Leagues and bounded on the north side by 98A Avenue, on the south by 96 Avenue, on the east by 91 Street, and on the west by 96A Street.

Article 3: Definitions

Board of Directors: Will consist of elected officers and directors as specified in these bylaws.

Executive Committee: Will consist of the officers of the League being the President, Vice President, Second Vice President, Secretary, Treasurer, Program Director, Social Director, Folk Festival Liaison Director, Civics Director and Communications Director (hereinafter referred to as "the Executive"). The past President shall in all matters be considered to be an officer of the Board, unless he or she resigns as such.

Special Resolution: Means a resolution at any meeting for which 21 days notice has been provided, requiring a vote of three-quarters (3/4) majority. A special resolution will be required for all Bylaw revisions, significant financial matters outside the approved budget and over \$5,000.00 (excluding taxes), policy issues, or other major issue as specified In these Bylaws or at the discretion of the Board.

Article 4: Membership

4.1 Any resident within the stated boundaries under Article 2 will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the League.

There will be the following categories of membership:

4.1.1 Family (any group residing in one household acting as a family unit) with a maximum of two votes per household,

4.1.2 Individual (any adult over the age of majority) with one vote per household,

4.1.3 Honorary life Membership may be conferred upon anyone, with one vote per member, who has provided service to the League for more than 10 years or has made significant, positive contribution to the League. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board.

4.2 Associate Membership -a non-voting member (any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league that has first purchased membership in their home league). Associate Members may volunteer for the League in a non-governance capacity but may not vote at any meeting of the League. If such member does vote the vote shall not be counted. All community rules pertaining to special privileges granted to League members do not apply to associate members unless otherwise agreed to by the Board.

4.3 Membership fees will be determined each year at the Annual General Meeting.

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

4.5 Withdrawal or Termination from membership: Withdrawal will be by providing a letter to the Secretary of the league, non-payment of annual fees or moving out of the defined boundaries of the league. Termination of membership for just cause will be dealt with in the manner prescribed in Article 11.

Article 5: Meetings

5 General Meetings

5.1 Notice: At least 21 days' notice of all Annual, General, or Special Meetings will be delivered by newsletter, special flyer or any other effective method to the last-known address of each member of the League. The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.

5.1.1 Quorum: A quorum for all Annual, General, or Special Meetings will be 10 members.

5.1.2 If a quorum is not present at a meeting, then a second meeting will be called 7 days later for the purpose of passing a specific motion(s). During that time, all efforts will be taken to inform all members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people in attendance will be considered a quorum.

5.2 **Annual General Meeting:** The League will hold an Annual General Meeting no less than ninety days or greater than six months after the financial year-end for the presentation of the financial report and election of officers. Meetings shall be called by the Board of Directors and notice will be delivered as specified in section 5.1.

5.3 Special Meetings may be called at the discretion of the President, and must be called upon receipt by the President within 30 days of receipt of a written request for such meeting signed by 25% of the members of the League. Any call for a Special Meeting must include specific reference to the item(s) to be dealt with.

5.4 The Board of Directors will meet at least once every three months. The President shall call the meetings of the Board and shall provide at least 21 days notice of any meeting to all Board members.

5.4.1 Special Board Meeting: The President will, upon receipt of a request by at least three members of the Board of Directors, call a Meeting of the Board within 30 days of receipt of the request. At least 21 days notice by phone or email will be given for any Special Board Meetings. Any call for a Special Board Meeting must include specific reference to the item(s) to be dealt with.

5.4.2 Quorum for any Board of Directors meetings will be four members of the Board. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.

Article 6: Voting

6.1 Any full member as specified in Article 4.1, who is of the age of majority and is in good standing, upon payment of the membership fee is entitled to vote.

- 6.2 Such voting must be made in person and not by proxy or otherwise.
- 6.3 Any member may attend Board of Directors meetings, but will not be allowed to vote. The Board may, by resolution, determine the members' ability to speak to a matter on the agenda.
- 6.4 A show of hands will be adequate for voting, except for nominations/elections, significant financial questions, and any controversial matters where a secret ballot is required or can be requested.
- 6.5 When deemed necessary, the President may instigate an electronic (email) vote. The President would send an email to the League board members outlining the issue, including a motion and request a vote. The first member to reply would be considered the Seconder of the motion. The President would tally the votes and declare the results via email. These electronic votes will then be noted in the minutes of the next Board Meeting.
- 6.6 In the event of any vote at an Annual, General or Special Meeting resulting in a tie, the Chairperson of the meeting shall have the deciding vote.
- 6.7 At any meeting unless a poll is demanded by the Chairperson or by three or more members present, a 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 recorded in favour or against such resolution.
- 6.8 If a poll be demanded it shall be taken forthwith in such manner as the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn.

Article 7: Auditing

- 7.1 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant, or by two members of the League, not currently serving on the Board, elected for that purpose at an Annual General Meeting.
- 7.2 That auditor at the Annual General Meeting will submit a complete and proper statement of the standing of the books for the previous year.
- 7.3 The fiscal year will end on March 31.
- 7.4 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon giving two weeks notice and arranging a time satisfactory to the Directors in charge of the records. Members of the Board of Directors will at all times have reasonable access to such books and records.

Article 8: The Board of Directors

The Board will, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the League.

Any Board member may resign from his or her position by submitting such request in writing to the President. Such resignation will be effective immediately.

In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Such appointment is to be ratified at the next General Meeting. The person so appointed will hold office for the remainder of the term of that member he/she is replacing, unless a different length of term is agreed to by a majority of members at the General Meeting.

The Board, and their respective duties, are as follows:

8.1 President

The President will:

- preside at all meetings;
- be an ex-officio member of all committees, except a Nominating Committee;
- be charged with the general supervision of all the activities of the League;
- nominate a member who is willing to serve and stand in for or replace the President, as circumstances require;
- be a signing authority,
- act as the official spokesperson of the league or appoint a designate, and
- Be a member of the Executive Committee.

8.2 Vice-President

The Vice-President will:

- preside at any meetings the President is absent from;
- assume any duties from the President as required;
- be a signing authority;
- be responsible for the annual review of the Bylaws, Policies and Procedures;
- assume any duties the business of the league requires, and
- Be a member of the Executive Committee.

8.4 Secretary

The Secretary will:

- attend all meetings of the league and the Board, and the Executive Committee and keep accurate minutes of the same;
- be responsible for the minute and meeting notice distribution;
- have charge of the minute book and other records;
- have charge of all correspondence of the league under the direction of the President and the

Board;

- have signing authority,
- have charge of the seal of the society, and
- Be a member of the Executive Committee.

In the absence of the Secretary, such officer as may be appointed by the Board will discharge these duties.

8.5 Treasurer

The Treasurer will:

- be responsible for all financial records of the league;
- be responsible, on behalf or in the name of, the league, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the league's bank accounts;
- report the financial standing at every Board and General Meeting;
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the league;
- recommend, in conjunction with the President, an Annual Budget to the Board,
- have signing authority, and
- Be a member of the Executive Committee.

8.6 Program and Social Directors

8.6.1 Program Director will:

- Be responsible for all matters pertaining to programs of the League, including fitness, arts, and cultural activities and programs, indoor playground, as defined in the League policy manual;
- Prepare an annual budget for programs and submit it to the Treasurer;
- Review and prepare policy and procedures with respect to social activities and programs; and
- Report to the board

8.6.2 Social Director will:

- Be responsible for all matters pertaining to social events and activities, and community-wide events as defined in the League policy manual;
- Prepare an annual budget for social activities and programs and submit it to the Treasurer;
- Review and prepare policy and procedures with respect to social activities and programs; and
- Report to the board

8.7 Communications Director

The Communications Director will:

- be responsible for the publication of the newsletter or participate in collecting articles for the newsletter;
- oversee the delivery of the newsletter;
- be responsible for the maintenance of the League website;
- arrange for publicity for League events;
- prepare an annual budget for publicity and submit it to the Treasurer;
- review and prepare policy and procedures with respect to publicity; and
- Report to the Board.

8.8 Folk Festival Liaison Director

The Folk Festival Liaison Director will:

- liaise with the Folk Festival Board of Directors with respect to issues of concern to the membership
 - oversee the distribution of the Folk Festival passes to members annually;
 - oversee the distribution of the neighbourhood parking passes for the Folk Festival weekend;
 - receive and address concerns of the membership regarding the Folk Festival and associated activities;
- and
- report to the Board

8.9 Civics Director

The Civics Director will:

- liaise with the City of Edmonton and other Stakeholders with respect to issues of concern to the membership, particularly with respect to City infrastructure;
- receive and address concerns of the membership regarding municipal infrastructure development and associated community impact(s); and
- Report to the Board

8.10 Seniors Director

The Seniors Director will:

- communicate to the Board of Directors with respect to issues of concern to the membership, particularly with respect to seniors in Cloverdale;
- receive and address concerns of the membership regarding seniors and associated community impact(s) and programming; and
- Report to the Board

Article 9: Committees

9.1 **Executive Committee:** The Leagues' Executive Committee may meet from time to time between Board meetings if an issue of an urgent nature arises. 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.

9.2 **Ad Hoc Committees;** The League may at times create such Ad Hoc Committees as may be deemed necessary, either at General or Board of Directors Meetings, in order to conduct the League's business. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board or at a General Meeting. Such Committees will be answerable to and report to the Board and will have a definite time of termination at the time they are created.

9.3 **Standing Committees:** The League may, at its discretion, create such Standing Committees as may be deemed necessary, either at General or Board of Directors meetings. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board or at a General Meeting. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.

Article 10: Elections

10.1 Elections will be held at the Annual General Meeting. Elected Board members will take office immediately following the Annual General Meeting, unless a different commencement date is agreed to by a majority of members at the Annual General Meeting.

10.2 All terms will be for two years. As much as is possible and to ensure continuity of experienced Board members, one half of the number of members of the Board shall be elected each year.

10.3 The President, Treasurer, Secretary and Vice President(s) will not hold office for more than two consecutive terms, unless otherwise agreed to by a majority of members at an Annual General Meeting.

10.4 A person appointed or elected becomes a member of the Board if they were present at the meeting when being appointed or elected, and did not refuse the appointment or nomination. They may also become a member of the Board if they were not present at the meeting but consented in writing to act on the Board before the appointment or election.

Article 11: Disciplinary Hearing and Termination

11.1 The Board will be empowered to expel any member from membership in the League or a Board of Directors Member from office for any conduct deemed injurious to the League or its purposes. This decision will be final.

11.1.1 Pending a full and proper hearing, such Member or Board of Directors Member will be placed on suspension.

11.1.2 The Board will hold a hearing where the Member or Board Member, upon being given 14 days' notice, in writing, has the opportunity to attend and present his or her case. At the conclusion of the

hearing, the majority vote of the Board will prevail. If the individual fails to attend the hearing without excuse, the termination will be effective immediately.

11.1.3 The quorum for such a hearing will be two-thirds (2/3) of the Board.

11.1.4 The Board will debate the matter 'in private' and render a written decision in writing within 72 hours. 1.2 All complaints concerning Members or Board Members must be in writing to the President or one of the Vice Presidents and marked 'Confidential and Without Prejudice'. Such complaints must specify the Bylaw violation or injurious behaviour of the member in question.

11.3 The Board may remove any Board member from office, without a hearing, if he/she is absent from any three consecutive meetings.

Article 12: Remuneration

12.1 No Board member will receive any remuneration for his/her services as such. A Board member or any member of the league may receive reimbursements for expenses, with presentation of receipts, incurred as a result of performing the League's business.

Article 13: Financial

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

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

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the league will be signed by the Treasurer, along with the President or a Vice President or other Board member with signing authority.

13.4 The league may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.

13.5 No two members of the same household will be signing authorities without the express consent and resolution of the Board of Directors. Also no signing authority will sign a cheque where they are the payee.

13.6 No Board member or member of the league shall expend any money of the league, or incur any indebtedness of the league, or sell or dispose of any property of the league, without express authority for so doing being first duly given by the Board.

Article 14: Amendments to the Bylaws

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

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

Article 15: Dissolution

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

Article 16: Parliamentary Authority

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

Article 17: Administration

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

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

17.3 The league will retain membership in the Edmonton Federation of Community leagues.

Article 18: Insurance

18.1 The League shall maintain all proper forms of insurance to protect the league and its directors and officers from injury, loss and liability claims.

18.2 The actions and activities of the directors and officers of the League shall be protected by Directors and Officers Liability Insurance and/or the league shall indemnify the directors and officers of the League for all costs and damages associated with a claim related to a director's or officer's service on the Board.

SPECIAL RULES OF ORDER OF THE CLOVERDALE COMMUNITY LEAGUE

The Board of Directors of the Cloverdale Community League ("the League") may make such Special Rules of Order as It deems fit in order to properly execute the business of the League.

The Special Rules of Order will take effect immediately upon resolution of the Board and will remain in effect until the next Annual, General or Special Meeting where they must be reviewed and approved by a three-quarters (3/4) majority vote of the members of the League.

If any Special Rule of Order is not brought to the members of the League for approval at the next occurring Annual General or Special Meeting, or if the members do not approve the Special Rule of Order by the requisite majority, the Special Rule of Order will expire at that time and no longer be of any

force or effect.

Article 1: Good Order of the League

1.1 If the Chairperson of any meeting of the League deems that an individual, or group of Individuals, present is impeding the orderly conduct of the meeting by, but not limited to, the raising of frivolous, vexatious or otherwise illegitimate matters, the Chairperson can refuse to hear such individual or individuals and may move to the next of item of business on the agenda. In addition, any member In attendance at any meeting of the League may make a motion to have the Chairperson move to the next item of business on the agenda if, in the opinion of the member, the orderly conduct of the meeting is being impeded by an individual, or group of individuals, pursuing frivolous, vexatious, or otherwise illegitimate matters. Such motion by the member shall be duly seconded and passed by a majority of those present at the meeting.

1.2 If the individual, or individuals, described in Article 1.1 of the Special Rules of Order persist in disrupting the meeting after the Chairperson has refused to hear them or has moved to the next Item of business, the Chairperson can request such persons leave the meeting notwithstanding such persons may otherwise be League members in good standing. If the individual or individuals refuse to leave the meeting, the Chairperson can immediately adjourn the meeting and all business not yet dealt with on the agenda can, at the discretion of the Board, be dealt with at a future meeting of the League.

1.3 If in the opinion of the Board an individual, or group of individuals, repeatedly appear at meetings of the League with the intention of disrupting the orderly conduct of such meetings by, but not limited to, pursuing frivolous, vexatious or otherwise illegitimate matters, the individual or individuals can be barred from all future meetings of the League notwithstanding such persons may be League members in good standing and such persons are subject to expulsion from membership of the League pursuant to Article 11 of the Bylaws of the League.

1.4 If in the opinion of the Board an individual, or group of individuals, repeatedly appear at any meetings of the Board with the intention of impeding the orderly conduct of such meetings by, but not limited to, pursuing frivolous, vexatious or otherwise illegitimate matters, the individual or group of individuals can be barred from all future meetings of the Board notwithstanding such persons may otherwise be League members in good standing or former officers of the League and such persons are subject to expulsion from membership of the League pursuant to Article 11 of the Bylaws of the League.