

Cloverdale Community League Bylaws

Article 1: Name

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

Article 2: Bylaws

These are the general bylaws of the League and replace all previous versions.

Article 3: Boundaries

The League shall operate within the City of Edmonton bounded on the north by 98A Avenue, on the south by 96 Avenue, on the east by 91 Street and on the west by 96A Street.

Article 4: Definitions and Interpretations

4.1 *Annual General Meeting (AGM)*: a meeting held annually by the League which follows the process as outlined in Article 8.2.

4.2 *Board or Board of Directors*: a group of Members of the League who are elected by the Members of the League or appointed to govern and manage the affairs of the League.

4.3 *Board Meeting*: a meeting of the Board of Directors to govern and manage the affairs of the League as outlined in Article 10 and Article 11.

4.4 *Bylaws*: refers to this entire document which outlines how the League is to be governed and how the powers of the League are to be exercised.

4.5 *Director*: any Member of the League elected or appointed to the Board.

4.6 *Emergency*: a serious and unexpected situation that could put the League or its members at risk and requires immediate action.

4.7 *Executive Committee*: the directors of the League, as defined in Article 4.12.

4.8 *General Meeting*: any meeting of all Members of the League, including an Annual General Meeting or a Special Meeting.

4.9 *In-Camera*: when Directors meet behind closed doors, without management or any other non-board Member present.

4.10 *League*: the Cloverdale Community League (CCL) unless otherwise specified.

4.11 *Member*: any person who has a current paid membership in the League and resides within the boundaries of the League.

4.12 *Officer*: a Director in the position of President, Vice President, Secretary, Treasurer or Past President

4.13 *Quorum*: The number of Members or Board Members required to be present in order for a meeting to proceed.

4.14 *Societies Act*: The Societies Act R.S.A. 2000, Chapter S-14 as amended or any statute substituted for it.

4.15 *Special Meeting*: a meeting held by the League between Annual General Meetings with the Members of the League to address an unusual or urgent matter that cannot wait until the next Annual General Meeting

4.16 *Special Resolution*: a *Special Resolution* is defined in Section 1(d) of the Societies Act of Alberta as amended or any statute substituted for it.

4.17 *Terms of Reference*: a document that defines the purpose and structures of a CCL Committee.

Article 5: Electronic Notices and Communications

5.1 The League shall provide notice and communications to Members as outlined in these Bylaws. This may be done through in-person, print, telephone, or electronic means. It is the Members' responsibility to provide current contact information to the League.

Article 6: Membership

6.1 Eligibility: Any person aged 18 years or older and resides within the boundaries of Cloverdale shall be eligible for membership

6.2 Fees: All Members will be charged an annual fee, if any, which will be set annually by the Members at the Annual General Meeting.

6.3 Duration: Annual Memberships shall be from September 1 to August 31. Memberships for the full year may be issued in advance or during any time of the membership year. However, all memberships expire on August 31 at the end of the membership year. Memberships are not pro-rated for portions of a year.

6.4 Membership Categories:

6.4.1 Voting Members: All Members who live within the boundaries of the League shall have the following rights:

6.4.1.1 Ability to vote at all General meetings (Annual and Special);

6.4.1.2 Receive notice of all meetings;

6.4.1.3 Attend and speak at Board meetings, except for "in-camera" portions;

6.4.1.4 Request and access meeting minutes, including financial reports, subject to giving the Board 21 days written notice of the request;

6.4.1.5 Stand for election for a Board position.

6.4.1.6 Access services and programs of the League; and

6.4.1.7 Participate as a member of a Committee of the League.

6.4.2 Non-Voting Members:

6.4.2.1 Associate Members: All Members who live outside the boundaries of the League or businesses or institutions located within the defined boundaries of the League shall have the following rights:

6.4.2.1.1 Access services and programs of the League.

6.5 Withdrawal: A Member may withdraw from Membership in the League by providing written notice to the Membership director or designate. The membership fee will not be refunded.

6.6 Termination: Membership in the League may be terminated for the remainder of the term for conduct injurious to the League provided such Member is given the opportunity for a hearing before the Board. Termination will occur if at least 75% of the Board votes in favour of termination of membership.

6.7 Transfer of Membership: No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member withdraws, dies, or is terminated from the League.

6.8 Continued Liability for Debts Due: Although a Member ceases to be a Member, by death, resignation or otherwise, the Member is liable for any debts owing to the League at the date of ceasing to be a Member.

6.9 Limitation on the Liability of Members: No Member is, in the Member's individual capacity, liable for any debt or liability of the League.

Article 7: Voting

7.1 Any Voting Member as defined in Article 4.11, as amended, may vote at General Meetings, Special Meetings and the Annual General Meeting. Only Directors may vote at Board Meetings. All voting must be made in person or virtually and not by proxy or otherwise

7.2 Voting Members may vote in favour, abstain, or vote against the election of an individual to a Board position and on any motions made at the Annual Meeting, General Meetings or Special Meeting.

7.3 Any member may attend Board meetings, but shall not be allowed to vote. The Board may, by resolution, determine the Members' ability to speak to a matter on the agenda.

7.4 Voting shall be by a show of hands, except for nominations/elections, significant financial questions, and any controversial matters where a secret ballot is required or can be requested.

7.5 When deemed necessary, the President, as the Mover, may call for a voting by electronic means. The President shall provide, in writing, the notice of motion to the Board of Directors outlining the issue, including a motion and request a vote within five (5) business days. The first Board Member to reply would be considered the Secunder of the motion. The President shall tally the votes and declare the results via email. These electronic votes shall then be noted in the minutes of the next Board Meeting.

7.6 In the event of any vote at a General, Annual, or Special Meeting resulting in a tie, the Chairperson of the meeting shall have the deciding vote.

Article 8: Meetings

8.1 General Meetings

8.1.1 Notice: At least 21 days written notice, as defined in Article 5 or as amended, must be given of all Annual, General, or Special Meetings. The accidental omission to give notice of any meeting to any Member shall not invalidate the proceedings of any such meeting.

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

8.1.2.1 If a quorum is not present at a general meeting, then a second meeting shall be called seven (8) days later for the purpose of the general meeting.

8.1.3 Location and Platform: General Meetings may occur in-person, by online conference call or by using any platform deemed appropriate by the Board. The Board may provide alternative methods to participate in meetings if Members are unable to attend in-person.

8.1.4 Chairing: The President shall chair every General Meeting of the League. The Vice-President shall chair General Meeting in the absence of the President. If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for

the General Meeting, the Secretary, Treasurer, or any other Board Member present in this order shall chair the meeting.

8.2 Annual General Meeting:

8.2.1 Frequency: The League shall 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 shall be delivered as defined in Article 5.

8.2.2 The Annual General Meeting shall include the following items:

- 8.2.2.1 Adoption of the Agenda;
- 8.2.2.2 Adoption of the minutes of the last General Meeting;
- 8.2.2.3 The Board of Directors Reports;
- 8.2.2.4 Review the financial statements of the League;
- 8.2.2.5 Approval of Membership fee(s) or requirement changes;
- 8.2.2.6 Appointment of auditors / financial reviewers;
- 8.2.2.7 Approval of the budget;
- 8.2.2.8 Determination of Director Positions to be filled for the year;
- 8.2.2.9 Elections of Directors; and
- 8.2.2.10 Any additional matters specified in the meeting notice.

8.3 Special Meetings:

8.3.1 Special Meetings may be called at the discretion of the Board.

8.3.2 Special Meetings must be called by the President within 21 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 addressed at the Special Meeting.

8.4 Board Meetings:

8.4.1 Frequency: The Board of Directors shall meet at least once every three months.

8.4.2 Notice: The Secretary shall call the meetings of the Board and shall provide at least 10 days' notice of any meeting to all Board members. Notice of meetings is conducted by the Secretary using any effective method. Board Members may waive notice. The Board may set regular Board meeting dates, and if it does so, the Directors are deemed to waived notice of Board meetings.

8.4.3 Special Board Meeting: The President shall, upon receipt of a request by at least three members of the Board of Directors, call a Special Meeting of the Board within 10 days of receipt of the request. At least 5 days' notice, as defined in Article 5, shall be given for any Special Board Meetings. Any call for a Special Board Meeting must include specific reference to the item(s) to be addressed.

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

8.4.5 Voting: Each Director has one (1) vote, including the President (or the person chairing the meeting in the event that the President is not present). Tied votes are deemed to be lost.

8.4.6 Conflict of Interest: If a Director has a perceived or real conflict of interest on any decision, they are to disclose the situation, excuse themselves from the discussion, and abstain from a vote on that matter.

8.4.7 Attendance of Members: Meetings of the Board are open to Members of the League, but only Directors may vote. Non-Board Members may be asked to leave the meeting if an in-camera session is called.

8.4.8 Location: Meetings of the Board can occur in-person, by online conference call, and/or by using any platform deemed appropriate by the Board. The Board may provide alternative methods to participate in meetings if Directors or Members are unable to attend in-person. Directors who participate through these means are considered present for the meeting. Members may join online Board meetings by request to the Secretary, with at least 3 days' advance notice of the meeting.

8.4.9 Disclaimer: Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

Article 9: Election, Resignation, Death, Removal and Replacement of Directors

9.1 Election: Elections of Directors will take place at the Annual General Meeting. Voting Members may vote in favour, abstain, or vote against the election of an individual to a Director position.

9.2 Majority Vote: Election of Directors shall be by a simple majority of votes cast at the Annual General Meeting.

9.3 Eligibility: Any Member in good standing shall be eligible to any Director position in the League.

9.4 Term: Term for all Director positions shall be two (2) years, starting from the Annual General Meeting in which they are elected.

9.4.1 If a Director is appointed between Annual General Meetings, their term ends at the following Annual General Meeting.

9.4.2 An individual cannot be elected to the same Director position for more than two (2) consecutive terms, unless a replacement cannot be found.

9.5. Recruitment: Prior to the Annual General Meeting, the Board shall strike a Nominating Committee, chaired by the Vice-President, to recruit nominees for Board Positions for the upcoming term.

9.6 Appointment:

9.6.1 In the event that a Director position is not filled at the Annual General Meeting, 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 which will remain vacant.

9.6.2 In the event that a Director position becomes vacant as a result of resignation, death or removal, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. The person so appointed shall hold office until the next Annual General Meeting at which time this Director shall be eligible for a full term in that office.

9.7 Removal: By a vote of 75% of the Board, any Director may be removed from office for just cause.

9.8 Absence: A Director is assumed to have resigned if they have three (3) unexcused and consecutive absences from Board meetings.

Article 10: Board of Directors

10.1 Role: The Board governs and manages the affairs of the League.

10.2 Authority: The Board has the power of the League, except as stated in the Societies Act of Alberta. The powers and duties of the Board include:

10.2.1 Promoting the mission, vision and goals of the League;

10.2.2 Promoting membership in the League;

10.2.3 Hiring employees/contractors, under the direction and supervision of the President or another Officer, for the efficient functioning of the League's business;

10.2.4 Maintaining and protecting the League's assets and property, through property, liability and director indemnity insurance, preventative maintenance programs and any other necessary measures;

10.2.5 Creating and presenting an annual budget for the League;

10.2.6 Paying all expenses for the operating and management of the League;

10.2.7 Investing any extra monies;

10.2.8 Financing the operations of the League;

10.2.9 Making policies for managing and operating the League;

10.2.10 Approving all contracts for the League;

10.2.11 Maintaining all accounts and financial records of the League;

10.2.12 Appointing legal counsel as necessary;

10.2.13 Making policies, rules and regulations for using its facilities and assets;

10.2.14 Selling, disposing of, or mortgaging any or all of the property of the League; and

10.2.15 Without limiting the general responsibility of the Board, delegating its powers and duties to a Committee or a paid administrator of the League.

10.3 Director Positions:

10.3.1 The Board consists of the following Directors who form the Executive Committee of the League and are the Officers of the League, as defined by Articles 4.7 and Article 4.12: President, Vice-President, Secretary, Treasurer and Past President and

10.3.1.1 On an annual basis, the Board may add additional Director positions to objectives of the League, manage and operate the League and subject to the authority defined in Article 10.2. All Directors will be provided current position descriptions that provide the terms of reference, scope of work and responsibilities of their respective roles.

10.3.2 Duties of Officers:

10.3.2.1 President: The President shall preside at all General and Board Meetings. The President shall be a member of all committees except the Nominating Committee. The President shall be charged with the general supervision of all activities of the League. The President acts as the spokesperson for the League or appoints a designate. The President may be assigned other duties by the Board as needed.

10.3.2.2 Vice President: The Vice President shall carry out any duties as delegated by the President or Board. The Vice-President shall preside at all meetings when the President is not present.

10.3.2.3 Secretary: The Secretary will keep and maintain accurate minutes of Board meetings, oversee notices for meetings, and ensure that annual society filings are complete. The Secretary shall have charge of all correspondence of the Society under the direction of the President and the Board except for matters belonging specifically to a committee.

10.2.3.4 The Treasurer shall oversee all financial transactions of the League and properly account for the funds of the League. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested. The Treasurer shall prepare for submission to the Annual General Meeting a statement of the financial position of the League and submit a copy of the same to the Secretary for the records of the League.

10.3.2.5 Past President: shall be an officer of the Board and provide continuity to the Board.

10.3.4 Responsibilities:

10.3.4.1 Carry out emergency and unusual business between Board meetings;

10.3.4.2 Report to the Board on actions taken between Board meetings;

10.3.4.3 Carry out other duties as assigned by the Board.

10.3.5 Executive Meetings: To accomplish some of their tasks, the Officers may meet separately from the Board to make decisions that are of an urgent or sensitive matter. Any decisions agreed to by a majority of Officers at these meetings are considered valid, but all decisions must be ratified at the next regularly scheduled Board Meeting or are deemed null and void.

Article 11 Committees

11.1 Forming Committees: The Board may establish committees and appoint Voting Members to committees as the need arises. Alternatively, Voting Members may establish a Committee subject to the approval of the Board. A Committee must have at least one Director as a Committee Member. All Committees will adhere to a Board-approved Terms of Reference.

11.2 Chairing: A Committee shall have a Chair or Co-Chairs that oversee the progress of the Committee. One Committee Chair shall be a Director of the Board. Membership: All Committee Members shall be Voting Members of the League.

11.3 Record Keeping: All Committees shall keep proper records including minutes and financial records and shall report regularly to the Board.

11.4 Quorum: A quorum for all Committees shall be a majority of the Members of the Committee. A Committee Meeting can only occur if quorum is reached.

11.5 Types of Committees: Committees may be one of the following types depending on its purpose:

11.5.1 Standing Committee: Permanent Committee that meets regularly;

11.5.2 Ad Hoc Committee: Temporary Committee formed for a specific purpose; or

11.5.3 Sub-Committee: A work unit that reports to a Standing Committee, established to support the workload of the Standing Committee.

Article 12: Renumeration

No Board Member may receive remuneration for their services. A Board Member or Member of the League may be reimbursed for expenses, supported by receipts, incurred as a result of performing the League's business.

Article 13 Financial

13.1 Fiscal Year: The fiscal year of the Society ends on March 31st of each year.

13.2 Budget: A budget shall be presented and approved by the League's Members at the Annual General Meeting. A Financial Committee may be appointed by the Board to develop the budget for approval at the Annual General Meeting.

13.3 Auditing: The books and records of the League shall be audited at the end of each fiscal year by a qualified accountant, or two members-at-large appointed for that purpose by the Membership at the previous Annual General Meeting. A Review Opinion report may be completed in lieu of an audit by an accountant.

13.4 Emergency Spending: The Board shall be empowered to spend no more than ten thousand dollars (\$10,000), or in cases of emergency, up to twenty thousand dollars (\$20,000) on any single incident without the express approval of the Membership at an Annual General Meeting, or a General or Special Meeting.

13.5 Signing Authority: Banking transactions are to be signed by any two Officers of which one should be the President, if possible.

13.5.1 No two members of the same household shall be signing authorities.

13.5.2 No signing authority shall sign a cheque where they are the payee.

13.5.3 No blank cheques shall be signed by any Officers.

13.6 Contracts:

13.6.1 Capital Contracts: All capital contracts over \$5,000 shall be reviewed by at least two (2) Directors who shall receive at least three (3) bids from contractors.

13.6.2 Employee Contracts: All employee contracts shall be reviewed by at least two (2) Directors. New employee contracts shall be decided by open competition.

13.7 Indemnity of Directors and Officers: The League protects each Director or Officer against all costs or charges that result from any act done in their role for the League. The League does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

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

13.9 Borrowing Powers: By Special Resolution, the League may borrow or raise or secure the payment of money or issue debentures (an unsecured loan certificate issued by a company, backed by general credit rather than by specified assets).

Article 14: Auditing

14.1 The books, accounts, and records of the Secretary and Treasurer shall 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.

14.2 The auditor at the Annual General Meeting shall submit a complete and proper statement of the standing of the books for the previous year.

14.3 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 shall at all times have reasonable access to such books and records.

Article 15: Minutes, Books and Records

15.1 Preparation and Keeping of Minutes, Books and Records: All minutes, books, and records of the Society shall be prepared by the Board and kept by the Secretary in physical and electronic means.

15.2 Inspection of Books and Records: All books and records of the Society may be inspected by any Member at the Annual General meeting or at any time upon giving reasonable notice, and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Member of the Board shall, at all times, have access to such books and records.

15.3 Register of Members: A register of Members shall be kept containing the names and addresses of the Society's Members and which may be inspected at any time by a Member without payment of a fee. A copy of such a register to be kept at the Society’s registered office in physical or electronic formats. The contact details of Members shall be kept in confidence and not shared for uses beyond Society business.

Article 16: Seal of the Society:

16.1 The use and care of the Seal of the League shall be the responsibility of the Secretary and shall be kept at the League’s office, and shall be used when authorized by a resolution of the Membership at a properly called general meeting and shall be affixed to documents and instruments when legally or conventionally required.

Article 17 Amendments to Bylaws

17.1 Subject to compliance with the requirements of the Societies Act, the Bylaws may be rescinded, altered or added to by Special Resolution of the League, notice of which has been given at least twenty-one (21) days prior to an Annual, General or Special meeting.

Article 18: Dissolution of the League

18.1 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 activate or merge the League. The real property will pass to the City of Edmonton, pursuant to the Tripartite Licence Agreement.