

ALLENDALE COMMUNITY LEAGUE

BYLAWS

November 21, 2019

ARTICLE I: PREAMBLE

A. NAME

The legal name of the organization shall be Allendale Community League, which may also be known as the ACL or the League.

B. BOUNDARIES

The League shall be bounded on the north by 70 Avenue, on the south by 61 Avenue, on the east by 104 Street and on the west by 109 Street.

C. THE BYLAWS

The following articles set forth the Bylaws of the Allendale Community League.

ARTICLE II: MEMBERSHIP

A. CLASSIFICATION OF MEMBERS

There will be three standard categories of membership:

1) Single:

To become a Single Member of the ACL an individual must be between 18 and 65 years of age, reside within the boundaries of the League and pay the annual membership fee for Single Members.

2) Family:

To become a Family Member of the ACL, a group residing in one household acting as a family unit must reside within the boundaries of the League and pay the annual membership fee for Family Members.

3) Associate:

To become an Associate Member of the ACL, an individual must reside outside of the boundaries of the League but retain an active interest in the Allendale Community and pay the annual membership fee for Associate Members, or must be a business located within the boundaries of the League and pay the annual membership fee for Associate Members.

At the discretion of the Board, there may be two further categories of membership, to allow for greater flexibility in membership fees.

1) Senior:

To become a Senior Member of the ACL an individual must be 65 years of age or older, reside within the boundaries of the League and pay the annual membership fee for Senior Members.

2) Student:

To become a Student Member of the ACL an individual must be 18 years of age or older and registered as a post-secondary student, reside within the boundaries of the League and pay the annual membership fee for Student Members.

B. MEMBERSHIP FEES

Membership fees shall be set by the Board of Directors and shall be valid for one year beginning on September 1st. Fees will not be prorated.

C. VOTING MEMBERS

The only Members who can vote at General and Special meetings of the League are:

- i. Single Members
- ii. Senior Members
- iii. Student Members
- iv. Family Members who are at least 18 years of age.

D. NUMBER OF VOTES

A voting member is entitled to one vote at General and Special meetings of the League provided they are in good standing and attend in person.

E. MEMBERS IN GOOD STANDING

A Member is in good standing when the member has paid the membership fee and any other required fees of the League.

F. TRANSMISSION OF MEMBERSHIP

Membership is not transferable.

G. TERMINATION OF MEMBERSHIP

- i. Withdrawal: Any Member wishing to withdraw from membership may notify the Secretary in writing and return their membership card.
- ii. Death: The membership of a Member ends at death.
- iii. Any Member who intentionally acts in a manner harmful to the League may be expelled from the

League by a two-thirds majority vote of the Board of Directors. The Member will receive a minimum 48-hour notice of a vote, and an opportunity to defend themselves to the Board of Directors prior to the vote. Expulsion will be effective immediately after the vote.

- iv. A Member shall not be entitled to a refund of any portion of paid membership fees upon withdrawal, death or expulsion

ARTICLE III: MEETINGS

A. MEETING NOTICE

- i. At least 21 days notice of all Annual, General or Special meetings will be given.
- ii. The accidental omission to give notice of Meeting to any member shall not invalidate the proceedings of any such Meeting.

B. FORM OF NOTICE

Notice of Annual, General or Special Meetings will be given by posting on social media accounts associated with the League, on the League's website, on League signage, by email to League Members or by any other method the Board of Directors deems efficient.

C. ANNUAL GENERAL MEETING

The League shall hold an Annual General Meeting on or before June 30th of each year in Edmonton, Alberta. The Board of Directors sets the place, day and time of the meeting. The Annual General Meeting deals with the following matters:

- Adopting the minutes of the last Annual General Meeting
- President's annual report for the Edmonton Federation of Community Leagues (EFCL)
- Reviewing the financial statements setting out the League's income, disbursements, assets and liabilities and the auditor's report.
- Appointing the auditors
- Electing the next Board of Directors
- Considering matters specified in the meeting notice
- Other specific motions that any members have given notice of before the meeting is called

D. SPECIAL MEETING

- i. A Special Meeting may be called at any time on the instructions of any two members of the Board of Directors, provided they make a request to the President in writing to call a meeting and state the business to be discussed at the meeting.
- ii. The Special Meeting will be called within three weeks of the President receiving the request.
- iii. Any motions must be ratified at the next regularly scheduled Board of Directors meeting or they shall be null and void.

E. QUORUM

A quorum for all Annual, General, or Special General Meetings shall be eight (8) members.

F. PRESIDING OFFICER

- i. The President chairs every Annual, General and Special meeting of the League.
- ii. In the event that the President is absent, the Vice-President shall chair the meeting.

G. VOTING

- i. Each voting member has one vote. A show of hands decides every vote at every General or Special meeting. A poll or secret ballot may be requested by the chair or by three or more voting members present.
- ii. If a motion for a poll be demanded, it shall be taken in such a manner as the Meeting may direct and results of the poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn.
- iii. The chair declares the outcome of a show of hands or a poll as carried or lost. The outcome will be recorded as an entry in the minutes of the League and shall be conclusive evidence of the fact without proof of the number of votes in favour or against.
- iv. Voting shall be made in person and not by proxy or otherwise.
- v. The chair of the meeting shall not vote except in the event of a tie. In the event of a tie, the chair of the meeting has the deciding vote.
- vi. A majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

H. SPECIAL RESOLUTION

- i. A Special Resolution must be passed in the case of changing the objects of the League, amending the bylaws of the League, issuing debentures, or surrendering the Certificate of Incorporation.

ARTICLE IV: AUDITING

A. APPOINTMENT OF AUDITORS

The League shall be audited by a duly qualified accountant appointed by resolution at the Annual Meeting, or by two voting members of the League elected for that purpose at the Annual Meeting.

B. DUTY OF AUDITORS

The books, accounts, and records of the Treasurer shall be audited at least once per year by the Auditors. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Auditor at the Annual Meeting.

C. FISCAL YEAR

The fiscal year shall end on March 31st.

D. INSPECTION OF THE BOOKS

The books and records may be inspected by any member at the Annual Meeting", or at any time upon giving reasonable notice and arranging a time satisfactory to the Directors in charge of the records. Each member of the Board of Directors shall at all times have access to such books and records.

ARTICLE V: THE BOARD OF DIRECTORS

A. MANAGEMENT OF THE LEAGUE

The Board of Directors shall have full control and management of the business and affairs of the League.

B. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors has the powers of the League, except as stated in the Societies Act. The powers and duties of the Board include, but are not limited to:

- i. Promoting the objects of the Society
- ii. Promoting membership in the Society
- iii. Approving an annual budget for the Society
- iv. Paying all expenses for operating and managing the Society
- v. Paying persons for services and protecting persons from debts of the Society
- vi. Investing any extra monies
- vii. Financing the operations of the Society, and borrowing or raising monies
- viii. Making policies for managing and operating the Society
- ix. Approving all contracts for the Society
- x. Maintaining all accounts and financial records of the Society
- xi. Appointing legal counsel as necessary
- xii. Making policies, rules and regulations for operating the Society and the use of its facilities and assets
- xiii. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- xiv. Without limiting the general responsibility of the Board, delegating its powers or the paid administrator of the Society.

C. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors consists of the following officers:

- i. the President;
- ii. the Vice-President;
- iii. the Secretary;
- iv. the Treasurer;
- v. the Communications Director;

- vi. the Director of Operations; and
- vii. the Civics Director;
- viii. other Director positions may be created by the Board

D. ELIGIBILITY AND TERM OF OFFICE

- i. Elections for the Board of Directors shall be held at Annual Meetings.
- ii. Any member of the League in good standing and who is at least 18 years of age is eligible to stand for election to the Board of Directors.
- iii. Directors shall assume office immediately following election, and serve one (1) year, or until the next election. A transition period from the election to the next Board of Directors meeting, which must be held within one month, is encouraged for knowledge transfer.
- iv. No director shall serve in the same position for more than three years unless agreed to by a majority vote at an Annual General meeting of the League.
- v. Unless otherwise disqualified, any retiring Director of the League shall be eligible for immediate re-election to any other office.

E. DUTIES OF THE PRESIDENT

The President shall:

- i. Preside at all meetings
- ii. With the Treasurer, sign on behalf of the League, all deeds, contracts, conveyances, bills, notes, cheques, debentures, and all other papers and documents which pertain to the affairs of the League
- iii. Attend all Area Council meetings or appoint a delegate to attend
- iv. Maintain and protect the Society's assets and property

F. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall:

- i. Preside at any meetings the President is absent from
- ii. Assume any duties from the President or any other Director as required

G. DUTIES OF THE SECRETARY

The Secretary shall:

- i. Be responsible for the recording and care of the minutes and other records of the League
- ii. Keep a record of the members of the League

H. DUTIES OF THE TREASURER

The Treasurer shall:

- i. be responsible for all financial records of the League;
- ii. be responsible, on behalf of the League, for all monies collected or otherwise received, issuing duplicate 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;
- iii. with the President, sign on behalf of the League, all deeds, contracts, conveyances, bills, notes, cheques, debentures, and all other papers and documents which pertain to the affairs of the League;
- iv. report the financial standing at every General Meeting;
- v. present to the Annual Meeting a statement of the financial affairs for the preceding fiscal year.

I. DUTIES OF THE COMMUNICATIONS DIRECTOR

The Communications Director shall:

- i. Be responsible for matters relating to League publicity
- ii. Be responsible for such additional duties and activities as the Board of Directors may assign

J. DUTIES OF THE OPERATIONS DIRECTOR

The Operations Director shall:

- i. Be responsible for the management of the League's grounds, buildings and any other property
- ii. Be responsible for such additional duties and activities as the Board of Directors may assign

K. DUTIES OF THE CIVICS DIRECTOR

The Civic Director shall:

- i. Be responsible for the management of the League's programs and sports activities
- ii. Be responsible for matters concerning development in the community
- iii. Manage representatives on various civic committees (for example, CCACL, EMSA, and Recreation Councils).
- iv. Be responsible for such additional duties and activities as the Board of Directors may assign

L. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least seven (7) times a year.

M. QUORUM

A quorum for any Board of Directors Meeting shall be 4 members of the Board.

N. TERMINATION OF A DIRECTOR

- v. Any Director may be removed from office by special resolution at a General Meeting for any just cause, provided such member is given the opportunity to have a proper hearing prior to the consideration of the special resolution.
- vi. Any Director may be removed from office if absent from any three consecutive meetings without sending regrets or a legitimate excuse.
- vii. A Director may retire from office upon giving notice to the League in a General Meeting or to the Secretary in writing at any time. Retirement shall take effect in accordance with such notice.

O. BOARD OF DIRECTOR VACANCIES

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

P. BOARD OF DIRECTOR REMUNERATION

- i. Unless authorized at any meeting and after notice of same shall have been given, no Director shall receive any remuneration for their services.
- ii. A Director may receive reimbursements for expenses incurred as a result of performing the League's business.

ARTICLE VI: COMMITTEES

A. STANDING COMMITTEES

- i. The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors meetings.
- ii. Standing Committees shall carry out functions and otherwise act in accordance with such resolutions as may be passed by either the Board or in a General Meeting.
- iii. Standing Committees shall be answerable to and report to the Board of Directors
- iv. Standing Committees shall continue to exist for an indefinite period of time

B. AD HOC COMMITTEES

- i. The League may at times create such ad hoc committees as may be deemed necessary, either in General or Board of Directors Meetings, in order to conduct the League's business.
- ii. Ad hoc committees shall carry out functions and otherwise act in accordance with such resolutions as may be passed by either the Board of Directors or in a General Meeting.
- iii. Ad hoc committees shall be answerable to and report to the Board of Directors.
- iv. Ad hoc committees shall have a definite date of termination defined at the time they are created.

C. PROTECTION AND INDEMNITY OF DIRECTORS

- i. Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.
- ii. No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the Bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraudulent, dishonest or in bad faith.
- iii. Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE VII: FINANCIAL

- A. The Board of Directors may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.
- B. 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 the resolution of the Board of Directors.
- C. All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League shall be signed by the Treasurer, along with the President or a Vice President which has been granted signing authority by resolution of the Board of Directors.
- D. For the purpose of carrying out its objects, the League may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board of Directors, and in no case shall debentures be issued without the sanction of a special resolution of the members.
- E. No person or persons shall mortgage the properties or parts thereof without the consent of the majority of a Board of Directors meeting.
- F. No persons shall rent or loan the properties or part thereof without the consent of at least four (4) members of the Board of Directors.
- G. No monies over the amount of Two Hundred and Fifty Dollars (\$250.00) shall be expended on one purchase unless authorized by a Board of Directors meeting or before an approved budget.
- H. Only persons authorized by the Board of Directors may purchase goods with League funds. Such purchases must be accompanied by a receipt.
- I. All Program fees shall be set by the responsible Director and ratified by the Board of Directors.

ARTICLE VIII: ADMINISTRATION

- A. The use, care, and safekeeping of the seal of the League shall be the responsibility of the President, and it shall be used only when authorized by a special resolution of the members, and it shall be affixed to documents and instruments when required by law or convention.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

- A. These Bylaws may be rescinded, altered, or added to by a Special Resolution at any Annual General or Special Meeting of the League.
- B. The 21 days notice of the Annual General or Special Meeting of the League must include details of the proposed resolution to change the Bylaws.
- C. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and once they are accepted by the Corporate Registry of Alberta.

ARTICLE X: CONFLICT RESOLUTION

- A. This section applies to any dispute arising out of the affairs of the League or the application of its bylaws. The Dispute may be between:
 - i. Members, or
 - ii. The League and its Directors
 - iii. The league or its Directors and a member
- B. Any dispute will be resolved by:
 - i. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - ii. Written appeal to the board (and/or other appropriate committee) for a decision. If resolution is not achieved, then by:
 - iii. Mediation pursuant to the National Mediation Rules of ADRIAC, or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
 - iv. Arbitration pursuant to the National Arbitration Rules of ADRIAC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- C. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organizations policies.
- D. Members are obligated to comply with the League's complaint resolution bylaws and procedures as a condition of membership. The failure of a member to cooperate with the societies complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.