

Queen Mary Park Community League Bylaws- version 2017

ARTICLE 1 - Name

- 1.1 The name of the society is the Queen Mary Park Community League, which may also be known or referred to as “QMP”

ARTICLE 2 - BOUNDARIES

- 2.1 Defined as being the area bounded on the North by the centre line of 111 Avenue; on the South by the North edge of the alley that marks Oliver Square West and the Brewery District; on the East by the centre line of 109 Street; and on the West by the centre line of the bicycle path/multi-use trail situated on the old rail line.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

- 3.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S14 as amended, or any statute substituted for it
- 3.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1
- 3.1.3 **Board** means the Board of Directors of this Society
- 3.1.4 **Board meeting** means a meeting of the Board of Directors of the Society which is open to all Members of the Society, with permission of the Board, but at which only members of the Board may vote
- 3.1.5 **Bylaws** means the Bylaws of this Society as amended
- 3.1.6 **Director** means any person elected or appointed to the Board.
- 3.1.7 **Director at Large** means a person elected or appointed to the Board who is neither an Officer nor immediate Past President.
- 3.1.8 **General Meeting** means the Annual General Meeting and a Special General Meeting
- 3.1.9 **Mail** means either postal mail or electronic mail
- 3.1.10 **Member** means a Member of the Society, includes both voting and non voting (associate members)
- 3.1.11 **Officer** means any of the President, Vice President, Treasurer or Secretary.
- 3.1.13 **Registered Office** means the registered office for the Society as set out in Article 7.1 of the By-laws
- 3.1.14 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society

- 3.1.15 **Society** means the Queen Mary Park Community League
- 3.1.16 **Special Meeting** means the special general meeting described in Article 5.2
- 3.1.17 **Special Resolution** means:
- 3.1.17.1 a resolution passed at a General Meeting of the membership of this Society. There must be twenty one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- 3.1.17.2 a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty one (21) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- 3.1.17.3 a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 3.1.18 **Voting Member** means a Member entitled to vote at the meetings of the Society
- 3.1.19 **Associate Member** means a Member who is not entitled to vote a meetings of the society
- 3.2 **Interpretation**
The following rules of interpretation must be applied in interpreting these Bylaws
- 3.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice versa
- 3.2.2 **Corporation:** words indicating persons also include corporations
- 3.2.3 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws
- 3.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously

ARTICLE 4 - MEMBERSHIP

4.1 **Classification of Members**

Any resident within the boundaries described in Article 2 will be full member upon payment of the membership fee provided that they agree with the objectives of the Society. There are three (3) membership categories

- 4.1.1 **Family:** multiple individuals residing in one living unit and acting as a family unit. A voting member, up to two votes per Family membership
- 4.1.2 **Single Members:** an adult over the age of majority. A voting member.
- 4.1.3 **Associate Members:** a non-voting member (any business or institution located within the boundaries, or a non-resident, that has a demonstrable, or

expressed desire, to support the Society.) Non-residents must be members in good standing of their home community league.

4.2 Admission and Standing of Members

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

4.2.2 A member is in good standing if they have paid the full membership fee, has paid any other fees owing to the Society, and has not been suspended or terminated as described in Article 4.5 and Article 4.6.

4.3 Membership Fees

4.3.1 The membership year is September 1 to August 31

4.3.2 The Board decides annual membership fees, if any

4.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

4.4.1 receive notice of general meetings of the Society;

4.4.2 attend any meeting of the Society;

4.4.3 speak at any meeting of the Society;

4.4.4 exercise other rights and privileges given to Members in these bylaws; and

4.4.5 vote at meetings of the Society if part of a voting member category of membership. Only Directors are allowed to vote at Board Meetings.

4.5 Suspension of Membership

4.5.1 Decision to Suspend: The Board will be empowered to suspend any Member from membership or a Director from office for one or more of the following reasons:

4.5.1.1 if the Member has failed to abide by the Bylaws;

4.5.1.2 if the Member has been disloyal to the Society;

4.5.1.3 if the Member has disrupted meetings or functions of the Society;

4.5.1.4 if the Member has done, or failed to do anything, judged to be harmful to the Society;

4.5.1.5 if the Members has acted contrary to the interests of the Society; or

4.5.1.6 if the Member has failed to abide by the QMP code of conduct.

4.5.2 Notice to the Member

- 4.5.2.1 The affected Member will receive written notice of the Board's intention meet to discuss and decide whether the Member should be suspended or not. The Member will receive at least two (2) weeks notice before such a meeting.
- 4.5.2.2 The notice will be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 4.5.2.3 The notice will state the reasons why suspension is being considered
- 4.5.3 Decision of the Board
 - 4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
 - 4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
 - 4.5.3.4 Quorum for such a meeting will be 60% of the Directors.
 - 4.5.3.5 A majority vote of the Directors present at the meeting is required to approve a suspension.
 - 4.5.3.6 The decision of the Board is final.

4.6 Termination of Membership

- 4.6.1 Resignation
 - 4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
 - 4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members
- 4.6.2 Death: The membership of a Member is ended upon their death.
- 4.6.3 Deemed Withdrawal
 - 4.6.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
 - 4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.6.4 Expulsion

- 4.6.4.1 The Board may expel any Member from membership, or any Director from office, for any conduct deemed injurious to the League or its purposes.
- 4.6.4.2 All complaints heard by the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the Bylaw violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.
- 4.6.4.3 Notice to the Member: The affected Member will receive written notice of the Board's intention meet to discuss and decide whether the Member should be expelled or not. The Member will receive at least two (2) weeks notice before such meeting.
- 4.6.4.4 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 4.6.4.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 4.6.4.6 Quorum for such a meeting will be 70% of the Directors.
- 4.6.4.7 A majority vote of the Directors present at the meeting is required to approve an expulsion.
- 4.6.4.8 If the Member or Director fails to attend their hearing without reason, termination will be effective immediately.
- 4.6.4.9 The decision of the Board is final.
- 4.6.4.10 In the case of an approved expulsion, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7 Conflict of Interest

- 4.7.1 Directors would have a conflict of interest through any financial interest, direct or indirect, in:
 - 4.7.1.1 any contract or proposed contract with the Society;
 - 4.7.1.2 any contract or proposed contract that is reasonably likely to be affected by a decision of the Board; or
 - 4.7.1.3 any other matter in which the Board is concerned.
- 4.7.2 A Director having an interest pursuant to Section 4.7.1 and who has declared their interest as required shall not vote or use their influence on the matter in

question and shall not be counted in determining a quorum for the vote on that matter. The minutes of the meeting shall reflect such disclosure, abstention from voting and change in quorum. A reasonable effort should be made to find competing quotes.

- 4.7.3 A contract entered into contrary to Section 4.7.1 is void.
- 4.7.4 If a Director is found to have acted in a conflict of interest, they may be expelled from the Board by a majority vote of the Board. This decision is final.
- 4.7.5 Nothing in this Section shall prevent a Director from briefly stating their position or interest in the matter or from answering relevant questions from other Directors.

4.8 Transmission of Membership

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

4.9 Continued Liability for Debts Due

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

4.10 Limitation on the Liability of Members

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

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

- 5.1.1 The Society holds its Annual General Meeting no later than four months after the financial year end, of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.
- 5.1.2 The Society shall deliver, by mail, a notice to each Member at least twenty-one (21) days before the Annual General. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 5.1.3 Agenda for the Meeting: The Annual General Meeting deals with the following matters:
 - 5.1.3.1 adopting the agenda;
 - 5.1.3.2 adopting the minutes of the last Annual General Meeting;
 - 5.1.3.3 considering the President's report;

- 5.1.3.4 reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities;
- 5.1.3.5 appointing the auditors and reviewing the previous year's auditors report;
- 5.1.3.6 electing the Officers up for election that year;
- 5.1.3.7 electing up to eight (8) Directors at Large
- 5.1.3.8 considering matters specified in the meeting notice.
- 5.1.4 Quorum: Attendance by 15 of the Voting Members including two (2) of the Officers at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

- 5.2.1 Calling of Special General Meeting: A Special General Meeting may be called at anytime:
 - 5.2.1.1 by a resolution of the Board of Directors to that effect; or
 - 5.2.1.2 on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
 - 5.2.1.3 on the written request of at least one third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 5.2.2 Notice: The Society shall deliver a notice, by mail, to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- 5.2.3 Agenda for Special General Meeting: Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 5.2.4 Procedure at the Special General Meeting: Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.1.4. and 5.3.5.1).

5.3 Proceedings at the Annual or a Special General Meeting

- 5.3.1 Attendance by the Public: General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- 5.3.2 Failure to Reach Quorum: The Presiding Officer shall cancel the General Meeting if a quorum is not present by one-half (1/2) hour after the set time.

- 5.3.2.1 The meeting will be adjourned and rescheduled within seven (7) days later at the same time and place.
- 5.3.2.2 If quorum is not achieved at the second meeting within one-half (½) hour of the set time, the meeting will proceed with the members in attendance.
- 5.3.3 Presiding Officer
 - 5.3.3.1 The President chairs every General Meeting of the Society. The Vice president chairs in the absence of the President.
 - 5.3.3.2 If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair the General Meeting.
- 5.3.4 Adjournment
 - 5.3.4.1 The Presiding Officer may adjourn any General Meeting with the consent of the majority of Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting
 - 5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
 - 5.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.
- 5.3.5 Voting
 - 5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.
 - 5.3.5.2 In the case of a tie on any motion, the motion is defeated.
 - 5.3.5.3 A Member may not vote by proxy.
 - 5.3.5.4 A majority of the votes of the Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. Abstentions are counted and noted, but not as a “yes” or “no” vote. An abstention does not affect the voting result. A member has a right to abstain and cannot be compelled to vote.
 - 5.3.5.5 If requested, the Presiding Officer declares a resolution carried or lost. This statement is final. This statement must include the number of votes for and against the resolution.

- 5.3.5.6 Five (5) Members may request a ballot vote. In such case, the Presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 5.3.5.7 Members may withdraw their request for a ballot.
- 5.3.5.8 The Presiding Officer decides any dispute on any vote. The Presiding Officer shall decide in good faith, and this decision is final.
- 5.3.6 Failure to Give Notice of Meeting: No action taken at a General Meeting is invalid due to:
 - 5.3.6.1 accidental omission to give any notice to any Member;
 - 5.3.6.2 any Member not receiving any notice; or
 - 5.3.6.3 any error in any notice that does not affect its meaning.
- 5.3.7 Written Resolution of All the Members: All Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

- 6.1.1 Governance and Management of the Society: The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- 6.1.2 Powers and Duties of the Board: The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:
 - 6.1.2.1 Promoting the objects of the Society;
 - 6.1.2.2 Promoting membership in the Society;
 - 6.1.2.3 Establishing portfolios and electing Directors to serve in them to aid in operation of the Society;
 - 6.1.2.4 Overseeing the creation and activities of all committees and subcommittees;
 - 6.1.2.5 Abiding by enforcing Society bylaws, code of conduct, and policies as they relate to Directors, Officers, employees or contractors, and members;
 - 6.1.2.6 Hiring employees and contractors, to operate the Society;

- 6.1.2.7 Regulating employees' and contractors' duties and setting their remuneration;
- 6.1.2.8 Maintaining and protecting the Society's assets and property;
- 6.1.2.9 Approving an annual budget for the Society;
- 6.1.2.10 Paying all expenses for operating and managing the Society;
- 6.1.2.11 Paying persons for services and protecting persons from debts of the Society;
- 6.1.2.12 Investing any extra monies;
- 6.1.2.13 Financing the operations of the Society, and borrowing or raising monies;
- 6.1.2.14 Approving all contracts for the Society;
- 6.1.2.15 Maintaining all accounts and financial records of the Society;
- 6.1.2.16 Appointing legal counsel as necessary;
- 6.1.2.17 Making policies, rules and regulations for managing and operating the Society and the use of its facilities and assets;
- 6.1.2.18 Selling, disposing of, or mortgaging any or all of the property of the Society; and
- 6.1.2.19 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.
- 6.1.3 Composition of the Board
 - 6.1.3.1 The Officers: the President, Vice President, Secretary, and Treasurer
 - 6.1.3.2 not more than eight (8) Directors at Large elected at the Annual General Meeting from among the Voting Members; and
 - 6.1.3.3 the immediate Past President.
 - 6.1.3.4 The Board may also choose to appoint non-voting directors.
- 6.1.4 Election of the Directors at Large and the Officers
 - 6.1.4.1 At an Annual General Meeting of the Society, the Members elect the following Officers for a two (2) year term to ensure consistency and continuity at the executive level:
 - 6.1.4.1.1 Years ending in an odd number - the President and Secretary; and
 - 6.1.4.1.2 Years ending in an even number – the Vice President and the Treasurer;

- 6.1.4.2 not more than eight (8) Directors at Large elected at each Annual General Meeting from among the Voting Members for a one (1) year term;
- 6.1.4.3 The President can only serve for a maximum of three (3) consecutive terms.
- 6.1.4.4 A person appointed or elected becomes a Director if they were present at the meeting when elected or appointed, and did not refuse the nomination or appointment. Directors may be elected or appointed in absentia if they consented in writing to the nomination or appointment in advance of the meeting.
- 6.1.4.5 A member must be in good standing to serve as a Director.
- 6.1.4.6 Associate Members are ineligible to serve as Directors of the Society.
- 6.1.4.7 Only one member of a household may be a Director at any given time
- 6.1.5 Resignation or Removal of a Director or Office
 - 6.1.5.1 A Director or Officer, may resign from office by giving one (1) month's notice in writing to the President or Secretary. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
 - 6.1.5.2 Voting Members may remove any Director at Large or Officer, before the end of their term. There must be a two-thirds majority vote at a Special General Meeting called for this purpose or at an Annual General Meeting.
 - 6.1.5.3 The Board of Directors may remove any Director from office, without a meeting, if the Director is absent from any three (3) consecutive meetings.
 - 6.1.5.4 If there is a vacancy on the Board, the Board may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.
- 6.1.6 Meetings of the Board
 - 6.1.6.1 The Board holds at least six (6) meetings each year.
 - 6.1.6.2 The first Board Meeting will be held within 30 (30) calendar days of the Annual General Meeting. Outgoing Directors may be encouraged to attend to assist with the transition. The first board meeting will deal with the following matters:
 - 6.1.6.2.1 Adopting the agenda;
 - 6.1.6.2.2 Approving the meeting minutes of the last Board Meeting

- 6.1.6.2.3 Electing Directors to portfolios;
- 6.1.6.2.4 Electing Standing Committee Chairs where the Chair is not ex officio;
- 6.1.6.2.5 Reviewing the terms of reference of Committees and Subcommittees;
- 6.1.6.2.6 Reviewing the Society's strategic plan; and
- 6.1.6.2.7 Any other business proposed by the Directors.
- 6.1.6.3 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 6.1.6.4 Five (5) days notice for Board meetings is provided. Directors may waive notice.
- 6.1.6.5 A majority of the Board including at least one of the President or Vice President, present at any Board meeting is a quorum.
- 6.1.6.6 If there is no quorum, the business is postponed to the next meeting of the board to be held within one (1) calendar month after the original meeting.
- 6.1.6.7 Each Director, including the President, has one (1) vote.
- 6.1.6.8 A majority of the votes of the Directors present decides each issue and resolution. Abstentions are counted and noted, but not as a "yes" or "no" vote. An abstention does not affect the voting result. A member has a right to abstain and cannot be compelled to vote.
- 6.1.6.9 In the event on a tie on any motion, the motion is defeated.
- 6.1.6.10 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 6.1.6.11 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 6.1.6.12 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting
- 6.1.6.13 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.1.6.14 A Director may waive formal notice of a meeting.

6.1.6.15 Meetings of the board and voting may be done electronically, providing quorum is met, and documented, and minutes are kept.

6.2 Officers

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

6.2.2 The Officers are elected as per provisions set out in Sections 6.1.4.1.1 and 6.1.4.1.2 of these bylaws.

6.2.3 An employee of the Society may not hold an Officer position.

6.3 Duties of the Directors of the Society

6.3.1 The President:

6.3.1.1 supervises the affairs of the Board;

6.3.1.2 when present, chairs all meetings of the Society, the Board and the Executive Committee;

6.3.1.3 is an ex officio member of all Committees, except the Nominating Committee;

6.3.1.4 acts as the spokesperson for the Society or appoints a designate;

6.3.1.5 chairs the Executive Committee;

6.3.1.6 along with the Treasurer assists with the preparation of the Society's Annual Return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;

6.3.1.7 acts as a signing authority; and

6.3.1.8 carries out other duties assigned by the Board.

6.3.2 The Vice President:

6.3.2.1 presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Presiding Officer for the meeting;

6.3.2.2 replaces the President at various functions when asked to do so by the President or the Board;

6.3.2.3 is a member of the Executive Committee;

6.3.2.4 acts as a signing authority; and

6.3.2.5 carries out other duties assigned by the Board.

- 6.3.3 The Secretary:
- 6.3.3.1 attends all meetings of the Society, the Board and the Executive Committee;
 - 6.3.3.2 keeps accurate minutes of these meetings;
 - 6.3.3.3 has charge of the Board's correspondence;
 - 6.3.3.4 makes sure a record of names and addresses of all Members of the Society is kept;
 - 6.3.3.5 with the President, prepares and ensures distribution of all agendas and notices of all meetings
 - 6.3.3.6 makes sure annual fees are collected and deposited;
 - 6.3.3.7 keeps the Seal of the Society;
 - 6.3.3.8 files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
 - 6.3.3.9 acts as a signing authority; and
 - 6.3.3.10 carries out other duties assigned by the Board.
- 6.3.4 The Treasurer
- 6.3.4.1 makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
 - 6.3.4.2 makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
 - 6.3.4.3 makes sure a statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
 - 6.3.4.4 chairs the Finance Committee of the Board;
 - 6.3.4.5 is a member of the Executive Committee;
 - 6.3.4.6 along with the President assists with the preparation of the Society's Annual Return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
 - 6.3.4.7 acts as a signing authority; and
 - 6.3.4.8 carries out other duties assigned by the Board.
- 6.3.6 The Past President
- 6.3.6.1 is an ex officio member of the Board;

- 6.3.6.2 has the same rights and responsibilities as any Director
- 6.3.6.3 is a member of the Executive Committee
- 6.3.6.4 carries out other duties assigned by the Board.
- 6.3.7 Directors
- 6.3.7.1 are expected to attend and engage in informed discussion, and participate fully, in the various meetings of the Society;
- 6.3.7.2 are expected to fulfill the responsibilities of any portfolios they are elected to as outlined in policies of the Society; and
- 6.3.7.3 carry out other duties assigned by the Board.

6.4 Board Committees

- 6.4.1 Establishing Committees: The Board may appoint committees to advise the Board and assist in the operation and management of the Society.
- 6.4.2 General Procedures for Committees
 - 6.4.2.1 The Board appoints the chair for each committee created by the Board.
 - 6.4.2.2 The Chairperson calls committee meetings.
 - 6.4.2.3 Each committee:
 - 6.4.2.3.1 records minutes of its meetings;
 - 6.4.2.3.2 distributes these minutes to the committee members and to the Chairpersons of all other committees;
 - 6.4.2.3.3 provides reports to each Board meeting at the Board's request.
 - 6.4.2.4 Five days (5) notice is provided to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
 - 6.4.2.5 A majority of the committee members present at a meeting is a quorum.
 - 6.4.2.6 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.5 Standing Committees

- 6.5.1 The Board may establish these standing committees, if required, that will operate under Board approved Terms of References:”
 - 6.5.1.1 Executive Committee;
 - 6.5.1.2 Personnel Committee

- 6.5.1.3 Finance Committee
- 6.5.1.4 Nominating Committee
- 6.5.1.5 Planning and Development Committee; and
- 6.5.1.6 Communications Committee
- 6.5.2 The Executive Committee:
 - 6.5.2.1 consists of the President, Past President, Vice President, Secretary, and Treasurer.
 - 6.5.2.2 is responsible for:
 - 6.5.2.2.1 planning agendas for Board meetings;
 - 6.5.2.2.2 carrying out emergency and unusual business between Board meetings;
 - 6.5.2.2.3 reporting to the Board on actions taken between Board meetings;
 - 6.5.2.3 The meetings are called by the President or on the request of any two (2) other Officers. They must request of the President, in writing, to call a meeting and state the business of the meeting.
 - 6.5.2.4 All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
 - 6.5.2.5 A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
 - 6.5.2.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee
 - 6.5.2.7 An Officer may waive formal notice of a meeting.
- 6.5.3 The Personnel Committee
 - 6.5.3.1 consists of one (1) Director, who is the Chairperson, and two (2) other Members appointed by the Board;
 - 6.5.3.2 is responsible for:
 - 6.5.3.2.1 recommending a job description, qualifications, and performance appraisal system for the Executive Director and or any contractors;

- 6.5.3.2.2 interviewing applicants for the position of Executive Director and or any contractors of the Society and recommending an appointment to the Board;
- 6.5.3.2.3 recommending policies on personnel to the Board, including recruiting, hiring,
- 6.5.3.2.4 evaluation and dismissal, contracts of employment, salary and employee benefits;
- 6.5.3.2.5 acting as a mediator for personnel problems;
- 6.5.3.2.6 recommending personnel policies for volunteers;
- 6.5.3.2.7 reporting on the year's activities at the Annual General Meeting; and
- 6.5.3.2.8 carrying out other duties assigned by the Board.

6.5.4 The Finance Committee:

- 6.5.4.1 consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- 6.5.4.2 is responsible for:
 - 6.5.4.2.1 recommending budget policies to the Board;
 - 6.5.4.2.2 investigating and making recommendations to the Board for acquiring funds and property;
 - 6.5.4.2.3 recommending policies on disbursing and investing funds to the Board;
 - 6.5.4.2.4 establishing policies for Board and committee expenditures;
 - 6.5.4.2.5 arranging the annual audit of the books;
 - 6.5.4.2.6 reporting on the year's activities at the Annual General Meeting; and
 - 6.5.4.2.7 carrying out other duties assigned by the Board.

6.5.5 The Nominating Committee:

- 6.5.5.1 consists of one (1) Director, who chairs the committee, and up to two (2) other Members appointed by the Board.
- 6.5.5.2 is responsible for:
 - 6.5.5.2.1 preparing a slate of nominees for the President's position;
 - 6.5.5.2.2 preparing a slate of nominees for each vacant Director position;
 - 6.5.5.2.3 orienting new directors; and

- 6.5.5.2.4 presenting its recommendations to the Annual General Meeting.
- 6.5.6 The Planning & Development Committee
 - 6.5.6.1 consists of one (1) Director, who chairs the committee, and up to two (2) other Members appointed by the Board.
 - 6.5.6.2 is responsible for:
 - 6.5.6.2.1 receiving and reviewing planning and development notices;
 - 6.5.6.2.2 organizing and attending meetings with stakeholders, and hearing presentations, related to planning and development;
 - 6.5.6.2.3 advising the Board on planning and development issues; and
 - 6.5.6.2.4 recommending a Director or Voting Member in good standing to the Board for approval, to speak on behalf of the Society on planning and development issues.

6.5.7 The Communications Committee

- 6.5.7.1 consists of a one (1) Director, who is chair, and up to four (4) other Members appointed by the Board.
- 6.5.7.2 is responsible for:
 - 6.5.7.2.1 establishing and managing a workflow for print, outdoor sign, electronic, and any other modes of communication, the Board decides to use
 - 6.5.7.2.2 training and monitoring Members sending out communications; and
 - 6.5.7.2.3 recommending communications policies and procedures to the Board;

6.6 Subcommittees

- 6.6.1 The Board may create and approve Subcommittees guided by a Terms of Reference to assist with the work of Standing Committees.
- 6.6.2 Standing Committees may suggest the creation of subcommittees to the board.
- 6.6.3 Subcommittees must follow the procedures outlined in Article 6.4.2
- 6.6.4 Subcommittees may be chaired by a voting member.

6.7 The Executive Director

- 6.7.1 The Board may hire an Executive Director to carry out assigned duties.
- 6.7.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

- 6.7.3 The Executive Director acts as the administrative officer of the board in:
 - 6.7.3.1 attending board, and other meetings, as required;
 - 6.7.3.2 hiring, supervising, evaluating and releasing all other paid staff
 - 6.7.3.3 interpreting and applying the Board' s policies;
 - 6.7.3.4 keeping the Board informed about the affairs of the Society;
 - 6.7.3.5 maintaining the Society's books;
 - 6.7.3.6 preparing budgets for Board approval;
 - 6.7.3.7 planning programs and services based on the Board's priorities; and
 - 6.7.3.8 carrying out other duties assigned by the Board

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

- 7.1.1 The Registered Office of the Society is located in Edmonton, Alberta, at the Queen Mary Park Hall at 10844 117 Street, Edmonton, Alberta. T5H 3N5. Another location may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

- 7.2.1 The fiscal year of the Society ends on March 31 of each year.
- 7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year to be conducted by the audit committee. The Audit Committee shall be appointed by the board, and shall not be members of the board.
- 7.2.3 The audit shall occur within 6 months of the AGM.

7.3 Seal of the Society

- 7.3.1 The Board may adopt a seal as the Seal of the Society.
- 7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

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

- 7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 7.4.3 Expenditures greater than \$500, require Board approval.
- 7.4.4 No two members of the same household will be signing authorities.
- 7.4.5 No signing authority will sign on a cheque for which they are payee.
- 7.4.6 All contracts of the Society must be signed by the Officers unless other persons have been authorized to do so by a resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 7.5.4 A Member wishing to inspect the books or records of the Society must give 48 hours notice to the President or the Secretary of the Society of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 7.5.6 All financial records of the Society are open for such inspection by the Members.
- 7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

- 7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

- 7.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

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

7.8 Protection and Indemnity of Directors and Officers

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

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

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 - THE EDMONTON FEDERATION OF COMMUNITY LEAGUES

8.1 The Society will maintain a membership with the Edmonton Federation of Community Leagues (EFCL) and abide by the EFCL's Code of Ethics.

ARTICLE 9 - TRIPARTITE AGREEMENT

9.1 The Society shall act in accordance with the Tripartite agreement for as long as that agreement remains in force.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

10.1 The rules contained in "Roberts Rules of Order," in its most current condition, shall guide the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these Bylaws or the requirements of the Societies Act.

ARTICLE 11 - INTERPRETATION

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

ARTICLE 12 - AMENDING THE BYLAWS

12.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

12.2 Proposed changes must be reviewed by the Board before being considered at a General Meeting.

- 12.3** The twenty one (21) days notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 12.4** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 13 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 13.1** The Society does not pay any dividends or distribute its property or assets among its Members.
- 13.2** If the Society is dissolved, all real property, fixtures, and liquid assets remaining after the payment of debts and liabilities, 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 Society. The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.
- 13.3** Upon dissolution of the Society, all property and funds from a Grant Sponsor that hasn't been distributed pursuant to the terms of the granting agreement shall be returned to the Grant Sponsor, or otherwise dealt with in accordance with the granting agreement.
- 13.4** Upon dissolution of the Society, all property and funds originating from casino revenue that remain after payment of debts and liabilities, for which funds from casino revenue may be used to pay down, shall be paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

Dated at the City of Edmonton, in the Province of Alberta this 20th day of April, 2017

Lisa Budney, President