

SECORD COMMUNITY LEAGUE

BYLAWS

ARTICLE 1 - NAME

The name of the society is the Secord Community League.

ARTICLE 2 – BOUNDARIES

The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows: from the intersection point of Stony Plain Road and Winterburn Road (215 Street NW) west along Stony Plain Road to 231 Street NW, south along 231 Street NW to the south boundary of Secord neighbourhood as defined by the City of Edmonton (87 Avenue NW in Jan 2010) east along the south boundary of Secord neighbourhood to Winterburn Road (215 Street NW), north along Winterburn Road (215 Street NW to Stony Plain Road. All descriptions are assumed to follow the centre line of the indicated roadways and south boundary of the neighbourhood, with the median and directional lanes being considered as one roadway. These boundaries shall not prohibit areas included in these boundaries separating from the community league in the future, provided Edmonton Federation of Community Leagues recommended procedures for doing so are followed. These boundaries are shown in the map included in these bylaws.(Schedule A).

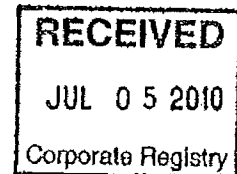
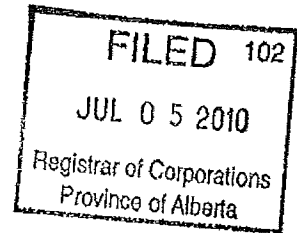
ARTICLE 3 – MEMBERSHIP

3.1 Classification of Members

- A. Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the community league.
- B. There are four categories of Members:
 - a **Family Members** reside in one household and act as a family unit.
 - b **Senior Members** over 60 years of age.
 - c **Any Adult** over the age of the majority.
 - d **Associate Member** is 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 and who has first purchased a membership in his or her home league).

3.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.4C. The individual will be entered as a Member under the appropriate category in the Register of Members.



3.3 Membership Fees

- A. The membership year is September 1 to August 31.
- B. The Board decides annual membership fees for each category of Members at the Annual General Meeting.

3.4 Rights and Privileges of Members

- A. **Any Member** in good standing is entitled to:
 - a receive notice of annual general or special meetings of the Society;
 - b attend any meeting of the Society;
 - c speak at any meeting of the Society; as per the agenda and
 - d exercise other rights and privileges given to Members in these bylaws
 - e one vote at Annual or Special General Meeting when present in person.
- B. **Voting Members:**

Only Members in good standing can vote at meetings of the Society based on the following: one vote per paid membership.
- C. **Member In Good Standing:**

has paid membership fees or other required fees to the Society;
and is not suspended as a Member as provided for under Article 3.5.

3.5 Suspension/Expulsion of Membership

- A. **Decision to Suspend/Expel**

The Board will be empowered to suspend or expel any member from membership or a Board Member from office if the Member has done or failed to do anything judged to be harmful to the Society.
- B. **Notice to the Member**
 - a The affected Member will receive written notice of the Board's intention to deal with whether that Member should be expelled or suspended or not. The Member will receive at least fourteen (14) days notice before the Special Meeting.
 - b 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 Director of the Board.
 - c The notice will state the reasons why suspension or expulsion is being considered and the length of time for the suspension or expulsion.
- C. **Decision of the Board**
 - a 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.
 - b The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
 - c The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Directors.
 - d The decision of the Board is final. A written decision will be administered within 72 hours.

3.6 Termination of Membership

Resignation/Withdrawal

Any Member may resign or withdraw from the Society by sending or delivering a written notice to the Secretary or President of the Society.

3.7 Limitation on the Liability of Members

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

ARTICLE 4 - MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

- A. **The Society** holds its Annual General Meeting between ninety (90) days to six (6) months after the financial year-end for the presentation of the financial report and election of officers. The Board sets the place, day and time of the meeting.
- B. **The Secretary** mails/emails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- C. **Agenda for the Meeting**
The Annual General Meeting deals with the following matters:
 - (a) adopting the agenda;
 - (b) adopting the minutes of the last Annual General Meeting;
 - (c) considering the President's report;
 - (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
 - (e) appointing the auditors;
 - (f) elections;
 - (g) considering matters specified in the meeting notice.
- D. **Quorum**
A quorum for all Annual General or Special General Meetings will be 7.

4.2 Special General Meeting of the Society

- A. **Calling of Special General Meeting**
A Special General Meeting may be called at any time:
 - (a) by a resolution of the Board of Directors to that effect; or
 - (b) 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 the Special General Meeting; or
 - (c) 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.
- B. **Notice**
The Secretary mails/emails or delivers a notice 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.
- C. **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.
- D. **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 (4.1).

4.3 Proceedings at the Annual or a Special General Meeting

- A. **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.

- B. **Failure to Reach Quorum:** The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place or as otherwise agreed upon. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

- C. **Failure to Give Notice of Meeting :** No action taken at a General Meeting is invalid due to:
 - a accidental omission to give any notice to any Member;
 - b any Member not receiving any notice; or
 - c any error in any notice that does not affect the meaning.

ARTICLE 5 - THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors

- A. **Composition of the Board:** The Board consists of:
 - the President;
 - the immediate Past President;
 - Vice-President;
 - Secretary;
 - Treasurer;
 - Up to 6 Director at Large Positions which may include
 - Social Director;
 - Sports Director;
 - Program Director;
 - Membership Director;
 - Facilities Director;
 - Civics Director;
 - Planning and Development Director;
 - Neighbourhood Watch Zone Leader; and
 - Communications Director
 - Other positions as determined by the board

- B. **Election of the Directors/Officers and the President**
 - a All terms will be for two years:
 - Half of the positions will have their elections in years with odd numbers.(including President and Secretary)
 - The other half will have their elections in years with even numbers(including Vice President and Treasurer).
 - b Voting members may re-elect any Director/Officer of the Board for a maximum of three (3) consecutive terms.
 - c A person appointed or elected becomes a Director/Officer 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 Director/Officer if they were not present at the meeting but consented in writing to act as Director/Officer before the appointment or election.

C. Resignation, Death or Removal of a Director /Officer

- a A Director/Officer including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- b Voting Members may remove any Director/Officer including the President and the immediate Past President, before the end of his term, if the member has done or failed to do anything judged to be harmful to the Society. There must be a majority vote at a Special General Meeting called for this purpose.
- c If there is a vacancy on the Board, the remaining Directors/Officers may appoint a Member in good standing to fill that vacancy for the remainder of the term.

D. Meetings of the Board

- a The Board holds at least nine (9) meetings each year.
- b The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.
- c Ten (10) days' notice for Board meetings is mailed or emailed to each Board Member is required. Board Members may waive notice.
- d A majority of the Directors present at any Board meeting is a quorum.
- e If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week or as otherwise agreed upon.
- f Each Director has one (1) vote.
- g A tie vote means the motion is defeated.
- h 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.
- i Board decisions may be made by an email vote and then recorded in the next meeting minutes
- j Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- k A Director may waive formal notice of a meeting.

5.2 Duties of the Board Members

A. The President:

- supervises the affairs of the Board;
- when present, chairs all meetings of the Society, and the Board;
- is an ex officio member of all Committees;
- acts as the spokesperson for the Society or appoints a designate;
- Carries out other duties assigned by the Board such as signing authority.

B. The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a signing authority;
- is responsible for the annual review of the Bylaws, Policies and Procedures;

C. The Secretary:

- keeps accurate minutes of all Board and Society meetings;
- has charge of minute book and other records;
- has charge of the Board's correspondence under the direction of the President and the Board;
- makes sure all notices of various meetings are sent;
- makes sure annual fees are collected and deposited;
- keeps the Seal of the Society;
- files the annual return, changes in the directors or address of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry.
- Is a signing authority

D. The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting;
- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- ensures a budget is prepared.
- Is a signing authority

E. Board Committees

- see Terms of reference in the Policy Manual.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 Finance and Auditing

- A. The fiscal year of the Society ends on December 31 of each year.
- B. 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 the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Auditor / Members of the league at each Annual General Meeting.

6.2 Seal of the Society

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

6.3 Cheques and Contracts of the Society

- A. The designated Directors of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- B. No two members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.
- C. All contracts of the Society must be signed by the Directors or other persons authorized to do so by resolution of the Board.

- D. The Board will appoint three signing authorities at the first Board meeting following the AGM. (President, Vice President, Treasurer, Secretary).

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

- A. 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.
- B. A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- C. Inspection will occur at time and place as designated by the Society or at the Registered Office of the Society. .

6.5 Borrowing Powers

- A. 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.
- B. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.6 Remuneration

- A. No Member, Director, or Officer of the Society receives any payment for his services as a Member, Director, or Officer.
- B. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.7 Amendments to the Bylaws

- A. These Bylaws may be rescinded, altered, or added to by a Special Resolution at a Special General, or Annual General Meeting with 21 days' notice in writing or otherwise as set out in Article 4.
- B. Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a Special General, or Annual General Meeting.

6.8 Dissolution

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 Tripartite Licence Agreement.

6.9 Parliamentary Authority

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 or the requirements of the *Societies Act*.

6.10 Membership in the Edmonton Federation of Community Leagues (EFCL)

The league will retain membership in the EFCL and abide by the EFCL's Code of Ethics.