

Bylaws (draft)

1. NAME

The name of the society shall be “Strathcona Community League”, hereinafter referred to as ‘the League’.

2. BOUNDARIES

The League will be bounded on the north by the North Saskatchewan River, on the east by Mill Creek Ravine, on the south by 82 (Whyte) Avenue, and on the west by 107 Street.

3. MEMBERSHIP

3.1 Any resident within the stated boundaries may become a member upon payment of the membership fee, provided they behave in accordance with the League’s objectives and bylaws.

3.2 There will be six categories of membership:

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

3.2.2 senior (over 65 years of age)

3.2.3 single

3.2.4 associate non-voting memberships (not to exceed 20% of total membership):

a) business located within the defined boundaries of the League

b) persons residing outside the stated boundaries

3.2.5 honorary life memberships

3.2.6 student (valid student ID required)

3.3 Membership fees in the League will be determined, from time to time, by the members at the Annual General Meeting.

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

3.5 Honorary Life Membership may be conferred upon anyone who has provided service to the League for more than 15 years, was a founding member, or has made significant, positive contributions to the League. The decision for presenting life memberships will be at the discretion of the Board of Directors.

3.6 Any member wishing to withdraw from membership may do so by giving notice in writing to the Secretary.

3.7 By Special Resolution at a General Meeting, any member may be expelled from membership for any cause which the League may deem sufficient.

3.8 Any member in good standing is entitled to:

3.8.1 receive notice of meetings of the society;

3.8.2 attend any meeting of the society;

3.8.3 speak at any meeting of the society;

3.8.4 inspect the records of the League with 21 days’ notice, and

3.8.5 exercise other rights and privileges given to members in these bylaws.

4. DIRECTORS

4.1 The League shall have the following Directors, who shall constitute the Board of Directors of the League:

4.1.1 President

4.1.2 Vice President

4.1.3 Secretary

4.1.4 Treasurer

4.1.5 Past President

4.1.6 Chairpersons of such standing committees as the League or Board may determine.

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

4.3 All Directors shall be elected by the majority vote of voting members in good standing at the Annual General Meeting of the League. Term of office shall be two years. To ensure continuity of experienced Directors, one half of the number of Directors shall be elected each year.

4.3.1 Board members may only hold the same position for three (3) consecutive terms before requiring a new Director be elected.

4.4 Board positions may be held by any voting member in good standing.

4.5 No Directors of the League shall be entitled to receive any remuneration for his or her services.

4.6 Any Directors 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. Such member's responsibilities will be suspended pending the outcome of the Special Resolution.

4.7 The affected Directors may appeal, at which time an Arbitration Board, consisting of one representative chosen by the Board of the Directors, and a representative chosen by the Officer, and a Chairperson that these two representatives will elect, will consider the case. This decision will be final.

4.8 Any Directors may be removed from office if they are absent from any three consecutive meetings without regrets.

4.9 Any Directors may resign from the Board by submitting such request in writing to the President. Such resignation will be effective immediately upon receipt of such request by the President.

4.10 In the event of a vacancy as a result of resignation, death, or removal, the Board will be empowered to fill the vacancy by appointment for the remainder of the term. Such appointment is to be approved at the next General Meeting. The person so appointed will hold office for the remainder of the term of that the member they are replacing would have held.

5. DUTIES OF DIRECTORS

5.1 The President shall:

5.1.1 chair all meetings of the League

5.1.2 be an ex-officio member of all committees

5.1.3 be charged with the general supervision of all the activities of the League

5.1.4 be the official spokesperson of the League.

5.2 The Vice President shall:

5.2.1 perform the duties of the President in the absence of the President

5.2.2 assume any duties from the President as required.

5.3 The Secretary shall:

5.3.1 be responsible for the recording, distribution and care of minutes of Board of Directors' and General meetings

5.3.2 be responsible for other records as directed.

5.4 The Treasurer shall:

5.4.1 be responsible for all financial records of the League

5.4.2 be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing duplicate receipts, payment of all accounts when properly approved, and keeping proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts

5.4.3 report the financial standing of the League at Board of Director's meeting as directed

5.4.4 present to the Annual General Meeting an audited statement of the financial affairs for the preceding fiscal year

5.4.5 recommend, in conjunction with the President, an Annual Budget to the Board of Directors.

5.5 Directors of the Board who are Chairpersons of a Standing Committee shall:

5.5.1 be responsible for all matters pertaining to that Standing Committee as specified by that committee's Terms of Reference

5.5.2 shall regularly report to the Board on the activities of that Committee and any sub-committees and ad-hoc committees (including a report presented at the Annual General Meeting).

5.6 The Past President shall:

5.6.1 protect the integrity and continuity of the League and its Executive Board by orienting the incoming President.

5.6.2 be responsible for any duties as directed by President or the Board

5.7 A person appointed or elected becomes a Director 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 if they were not present at the meeting but consented in writing to act as Director before the appointment or election.

6. FINANCIAL MATTERS

6.1 Financial records shall be audited at least once a year by a duly qualified accountant, or by two members of the League other than the Board's signing officers/directors, appointed by the Board, and submitted at the Annual General Meeting. The fiscal year of the League shall end on July 31. A Review Opinion Report may be completed in lieu of an audit by an accountant.

6.2 Financial records will be open to inspection at the Community League Hall, 10139 87 Avenue, by any member, the Board of Directors, or by any other government agency upon 21 days' notice of request to the Treasurer.

6.3 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 League, and in no case shall debentures be issued without the sanction of a Special Resolution of the League.

6.4 The Board or Officers/Directors may open one or more accounts, designate signing officers 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.

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

6.6 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by two Directors granted signing authority by resolution of the Board of Directors.

7. COMMITTEES

7.1 The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors' Meetings. Such Committees will 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. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.

7.2 The League may, at its discretion, create such Sub-Committees and Ad Hoc Committees as may be deemed necessary, either in General or Board of Directors' Meetings, in order to conduct the League's business. Such committees will carry out functions and otherwise act in accordance with such resolutions as may be passed by either the Board of Directors or in a General Meeting. Such Committees will be answerable to and report to the Board or Standing Committee, as specified in the committee's Terms of Reference.

7.2.1 Ad-hoc Committees will have a time of termination defined when they are created as noted in Terms of Reference.

7.3 At all meetings of such committees, a majority shall constitute a quorum.

7.4 Every committee reporting directly to the Board shall be chaired by a board member.

8. ADMINISTRATION

8.1 The League shall maintain its membership in the Edmonton Federation of Community Leagues.

8.2 The use and care of the seal of the League will be the responsibility of the Secretary. It will be kept at the Community League Hall, 10139 87 Avenue, and used only when authorized by a resolution of the Board of Directors. It will be affixed to documents and instruments when required by law or convention.

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

9. MEETINGS

9.1 The Annual General Meeting shall be held at such time as may be determined by the Board of Directors to receive the reports of the Officers/Directors for the preceding year, to elect Officers/Directors and to transact such other general business as may legally come before the meeting. Notice of the Annual General Meeting must be delivered in writing to the last known address of each member of the League at least 21 days prior to the date of the meeting. (Notice of the Annual General Meeting must be advertised at least 21 days prior to the date of the meeting. This notice may be given through post, electronic mail, or any method of communication deemed by the Board to reach a majority of its members.)

9.2 Special General Meetings may be called at the discretion of the President, and must be called upon receipt by the President of a written request for such meeting signed by 10% of the members of the League. Any call for a Special General Meeting must include specific reference to the reason for the Special General Meeting. Notice of any Special General Meeting must be advertised at least 21 days prior to the date of the meeting. This notice may be given through post, electronic mail, or any method of communication deemed by the Board to reach a majority of its members.

9.3 The President will, upon receipt of a written request signed by at least four members of the Board of Directors, call a Special Meeting of the Board of Directors within ten days of receipt of the request. At least 21 days' notice in writing will be given for any Special Board of Directors' Meeting. Any call for a Special Board of Directors' Meeting must include specific reference to the item(s) to be dealt with.

9.4 The Board of Directors may call other General Meetings as required and will give 21 days' notice of the meeting. Notice of any may be given through post, electronic mail, or any method of communication deemed by the Board to reach a majority of its members.

9.5 Regularly scheduled Board of Directors' Meetings shall be held monthly from September to June. The minutes of any regularly scheduled Board meeting shall include the date of the next meeting as approved by the Board. The date of a regularly scheduled meeting can be changed by the President, provided that notice of the meeting is delivered to all Board members at least 14 days prior to the new meeting date. Notice may be given in whatever form of communication the Board has deemed most reliable.

9.5.1 The Board may, at its discretion leave its meeting open to conclude time-sensitive votes that require a decision between scheduled meetings. This vote may be taken electronically or through off-site methods the Board deems acceptable as long as the motion and result is recorded in the minutes of the meeting the item stems from.

9.5.2 The Board may, as is required on time-sensitive votes, vote electronically or through off-site methods the Board deems acceptable as long as the motion and result is recorded in the minutes of the next scheduled Board Meeting.

9.6 Nonregularly scheduled Board of Directors' meetings may be held without notice if a quorum is present provided, however, that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

9.7 Five (5) members of the Board must be present to form a quorum at Board of Directors' meetings. Members can attend via conference call or any other offsite method as accepted by the Board.

9.8 Twelve (12) members must be present to form a quorum at an Annual General and Special General Meetings.

9.9 Failure to Reach Quorum: If a quorum is not present within one half (1/2) hour after the set start time of the Annual General Meeting, the meeting will proceed with the members in attendance.

10. VOTING

10.1 Board Meetings

10.1.1 Board meetings are open to all members but only Board members may vote.

10.1.2 Board members sharing a standing committee chair role are each to be given a vote.

10.1.3 In the event of any vote resulting in a tie, the Chairperson of the meeting shall have a deciding vote.

10.2 General Meetings

10.2.1 Any member of the age of majority in good standing, upon payment of the membership fee, is entitled to vote. Associate Members are not entitled to vote.

10.2.2 Each member shall have one vote only and must vote personally and not by proxy. Family memberships will have a maximum of 2 votes per household.

10.3 In the event of any vote resulting in a tie, the Chairperson of the meeting shall have a deciding vote.

10.4 Notice of Motion for all Special Resolutions shall be 21 days. Special Resolutions shall require a three-quarters majority of the votes cast by members present.

10.5 A show of hands decides every vote at every Meeting. A ballot may be used for elections that are contested and if at least five (5) voting Members request it.

11. BYLAWS

The bylaws may be rescinded, altered or added to by a Special Resolution passed by a three-quarters majority of the votes cast by members present at an Annual General or Special General Meeting provided 21 days' notice of motion has been given to membership.

12. LIQUIDATION AND 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. Should the Edmonton Federation of Community Leagues refuse the property, such property will pass to the City of Edmonton, pursuant to the Tripartite lease agreement.

13. PARLIAMENTARY AUTHORITY

The rules contained in "Roberts Rules of Order," in its most current edition, shall 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.

Updated and approved May 2013