

# North Glenora Community League Bylaws

## ARTICLE 1: NAME

- 1.1 The name of the Society shall be NORTH GLENORA COMMUNITY LEAGUE (NGCL) and shall henceforth be referred to as the League in this document.

## ARTICLE 2: BOUNDARIES

- 2.1 The League shall operate within the portion of the City of Edmonton bounded on the North by 111 Ave., on the West by 142 St., on the South by 107 Ave., on the East by Groat Road.

## ARTICLE 3: DEFINITIONS AND INTERPRETATION

- 3.1 *Annual General Meeting (AGM)*: a meeting held annually by the League which follows the process as outlined in Article 7.7.
- 3.2 *Board or Board of Directors*: a group of Members of the League who are elected by the Members of the League or appointed to govern and manage the affairs of the League.
- 3.3 *Board Meeting*: a meeting of the Directors of the Board to govern and manage the affairs of the League as outlined in Articles 9 and 10.
- 3.4 *Bylaws*: refers to this entire document which outlines how the League is to be governed and how the powers of the League are to be exercised.
- 3.5 *Director*: any Member of the League elected or appointed to the Board.
- 3.6 *Emergency*: a serious and unexpected situation that could put the League or its members at risk and requires immediate action.
- 3.7 *General Meeting*: any meeting of all Members of the League, including an Annual General Meeting or a Special Meeting.
- 3.8 *In-Camera*: when Directors meet behind closed doors, without management or any other non-board Member present.
- 3.9 *League*: the North Glenora Community League (NGCL) unless otherwise specified.
- 3.10 *Member*: any person who has a current membership in the League.
- 3.11 *Officer*: a Director in the position of President, Vice President, Secretary, or Treasurer.
- 3.12 *Quorum*: The number of Members or Board Members required to be present in order for a meeting to proceed.

- 3.13 *Societies Act*: The Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.14 *Special Meeting*: a meeting held by the League between Annual General Meetings with the Members of the League to address an unusual or urgent matter that cannot wait until the next Annual General Meeting.
- 3.15 *Special Resolution*: a decision approved by no less than three-fourths of votes cast at an Annual, General or Special meeting called for that expressed purpose.
- 3.16 *Terms of Reference*: a document that defines the purpose and structures of a Committee.

#### **ARTICLE 4: ELECTRONIC NOTICE AND COMMUNICATIONS**

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

#### **ARTICLE 5: MEMBERSHIP**

- 5.1 **Eligibility**: Any person aged 18 years or older shall be eligible for membership.
- 5.2 **Fees**: All Members will be charged an annual fee, if any, which will be set only at the Annual General Meeting.
- 5.3 **Duration**: Memberships run from September 1 to August 31 of any given year. Memberships for the full year can be issued in advance, or during any time of the membership year, however all memberships expire on August 31 at the end of the membership year.
- 5.4 **Membership Categories**:
  - 5.4.1 **Voting Members**: All Members who live within the boundaries of the League shall have the following rights:
    - 5.4.1.1 Ability to vote at all General meetings (Annual and Special);
    - 5.4.1.2 Receive notice of all meetings;
    - 5.4.1.3 Attend and speak at Board meetings, except for "in-camera" portions;
    - 5.4.1.4 Request and access meeting minutes;
    - 5.4.1.5 Stand for election for a Board position.
    - 5.4.1.6 Access services and programs of the League; and
    - 5.4.1.7 Participate as a member of a Committee of the League.

#### 5.4.2 **Non-Voting Members:**

5.4.2.1 **Associate Members:** All Members who live outside the boundaries of the League shall have the following rights:

5.4.2.1.1 Access services and programs of the League.

- 5.5 **Withdrawal:** A Member may withdraw from Membership in the League by written notice of their intent but their membership fee will not be refunded.
- 5.6 **Termination:** Membership in the League may be terminated for the remainder of the term for conduct injurious to the League provided such Member is given the opportunity for a hearing before the Board. This will occur if at least 75% of the Board votes in favour of termination of membership.
- 5.7 **Transfer of Membership:** No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member withdraws, dies, or is terminated from the League.
- 5.9 **Continued Liability for Debts Due:** Although a Member ceases to be a Member, by death, resignation or otherwise, the Member is liable for any debts owing to the League at the date of ceasing to be a Member.
- 5.10 **Limitation on the Liability of Members:** No Member is, in the Member's individual capacity, liable for any debt or liability of the League.

### **ARTICLE 6: VOTING**

- 6.1 All Voting Members are entitled to vote at General meetings (Annual and Special but not at Board Meetings).
- 6.1.1 Voting Members may vote in favour, abstain, or vote against the election of an individual to a Board position, and on any motions made at the Annual General Meeting or Special General Meeting.
- 6.1.2 Votes may only be cast by Voting Members present at a Meeting (including in-person, by phone, or virtually). Proxy voting is not permitted.

### **ARTICLE 7: GENERAL MEETINGS**

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

- 7.2 **Notice:** The Secretary shall ensure that notice of all General Meetings occurs at least fourteen (14) days before the designated date of the meeting. The notice shall include the place (physical or virtual), day and time of the meeting, and motions to be voted on.
- 7.3 **Chairing:** The President chairs every General Meeting of the League. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for the General Meeting, the Secretary, Treasurer, or any other Board Member present in this order chairs the meeting.
- 7.4 **Quorum:** Quorum for all Annual, General or Special meetings shall be twenty (20) Voting Members. If quorum is not met within thirty (30) minutes after the set time, the meeting is rescheduled for no more than thirty (30) days later. If a quorum is not present within thirty (30) minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- 7.5 **Adjournment and Rescheduling:** The President may adjourn any General Meeting with the consent of the Members at the meeting. The rescheduled General Meeting conducts only the unfinished business from the initial Meeting.
- 7.6 **Validity:** No action taken at a General Meeting is invalid due to:
  - 7.6.1 Accidental omission to give any notice to any Members;
  - 7.6.2 Any Member not receiving any notice; or
  - 7.6.3 Any error in any notice that does not affect the meeting.
- 7.7 **Annual General Meetings:**
  - 7.7.1 The League shall hold its Annual General Meeting between January 1 and March 31 of each calendar year.
  - 7.7.2 The Annual General Meeting shall include the following items:
    - 7.7.2.1 Adoption of the Agenda;
    - 7.7.2.2 Adoption of the minutes of the last General Meeting;
    - 7.7.2.3 The President's Report;
    - 7.7.2.4 Review the financial statements of the League;
    - 7.7.2.5 Approval of Membership fee(s) or requirement changes;
    - 7.7.2.6 Appointment of auditors / financial reviewers;
    - 7.7.2.7 Approval of the budget;
    - 7.7.2.8 Determination of Director Positions to be filled for the year;
    - 7.7.2.9 Elections of Directors; and
    - 7.7.2.10 Any additional matters specified in the meeting notice.

- 7.8 **Special General Meetings:** Special General Meetings may be called upon receipt by the Secretary of the League of a written request signed by fifteen (15) Members of the League.

## **ARTICLE 8: ELECTION, RESIGNATION, DEATH, REMOVAL, AND REPLACEMENT OF DIRECTORS**

- 8.1 **Election:** Elections of Directors will take place at the Annual General Meeting. Voting Members may vote in favour, abstain, or vote against the election of an individual to a Director position.
- 8.2 **Eligibility:** Any Member in good standing shall be eligible to any Director position in the League..
- 8.3 **Recruitment:** Prior to the Annual General Meeting, the Board shall make efforts to recruit nominees for Board Positions for the upcoming term.
- 8.4 **Majority Vote:** Election of Directors shall be by a majority of votes cast at the Annual General Meeting.
- 8.5 **Appointment:** In the event that a Director position is not filled at the Annual General Meeting, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President which will remain vacant.
- 8.5.1 In the event that a Director position becomes vacant as a result of resignation, death or removal, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. The person so appointed shall hold office until the next Annual General Meeting at which time this Director shall be eligible for a full term in that office.
- 8.6 **Removal:** By a vote of 75% of the Board, any Director may be removed from office for just cause.
- 8.7 **Absence:** A Director is assumed to have resigned if they have three (3) unexcused and consecutive absences from Board meetings.
- 8.8 **Term:** Term for all Director positions shall be one (1) year, starting from the Annual General Meeting in which they are elected to the following Annual General Meeting.
- 8.8.1 If a Director is appointed between Annual General Meetings, their term ends at the following Annual General Meeting.
- 8.8.2 An individual cannot be elected to the same Director position for more than two (2) consecutive terms, unless a replacement cannot be found.

## **ARTICLE 9: BOARD OF DIRECTORS**

- 9.1 **Role:** The Board governs and manages the affairs of the League. The Board may hire paid staff to carry out management functions under the direction and supervision of the President or another Officer.

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

- 9.2.1 Promoting the mission, vision and goals of the League;
- 9.2.2 Promoting membership in the League;
- 9.2.3 Hiring employees/contractors, for the efficient functioning of the League's business;
- 9.2.4 Maintaining and protecting the League's assets and property;
- 9.2.5 Creating and presenting an annual budget for the League;
- 9.2.6 Paying all expenses for the operating and management of the League;
- 9.2.7 Investing any extra monies;
- 9.2.8 Financing the operations of the League;
- 9.2.9 Making policies for managing and operating the League;
- 9.2.10 Approving all contracts for the League;
- 9.2.11 Maintaining all accounts and financial records of the League;
- 9.2.12 Appointing legal counsel as necessary;
- 9.2.13 Making policies, rules and regulations for using its facilities and assets;
- 9.2.14 Selling, disposing of, or mortgaging any or all of the property of the League; and
- 9.2.15 Without limiting the general responsibility of the Board, delegating its powers and duties to a Committee or a paid administrator of the League.

9.3 **Director Positions:**

- 9.3.1 At no time shall there be more than fifteen (15) Directors.
- 9.3.2 The Board consists of the following Directors:
  - 9.3.2.1 President
  - 9.3.2.2 The immediate Past-President
  - 9.3.2.3 Vice-President
  - 9.3.2.4 Secretary
  - 9.3.2.5 Treasurer
- 9.3.3 On an annual decision basis, up to ten (10) additional Director positions may be added to the Board.

9.4 **Officers:**

- 9.4.1 **Officer Positions:** The following Directors are Officers of the League:

- 9.4.1.1 **President:** The President shall preside at all General and Board Meetings. The President shall be a member of all committees except the Nominating Committee. The President shall be charged with the general supervision of all activities of the League. The President acts as the spokesperson for the League or appoints a designate. The President may be assigned other duties by the Board as needed.
- 9.4.1.2 **Vice President:** The Vice President shall carry out any duties as delegated by the President or Board. The Vice-President shall preside at all meetings when the President is not present.
- 9.4.1.3 **Secretary:** The Secretary will keep and maintain accurate minutes of Board meetings, oversee notices for meetings, and ensure that annual society filings are complete. The Secretary shall have charge of all correspondence of the Society under the direction of the President and the Board except for matters belonging specifically to a committee.
- 9.4.1.4 **Treasurer:** The Treasurer shall oversee all financial transactions of the League and properly account for the funds of the League. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested. The Treasurer shall prepare for submission to the Annual General Meeting a statement of the financial position of the League and submit a copy of the same to the Secretary for the records of the League.
- 9.4.2 **Signing Authority:** All Officers of the League have signing authority for banking purposes.
- 9.4.3 **Responsibilities:**
- 9.4.3.1 Carry out emergency and unusual business between Board meetings;
- 9.4.3.2 Report to the Board on actions taken between Board meetings;
- 9.4.3.3 Carry out other duties as assigned by the Board.
- 9.4.4 **Executive Meetings:** To accomplish some of their tasks, the Officers may meet separately from the Board to make decisions that are of an urgent or sensitive matter. Any decision agreed to by a majority of Officers at these meetings is considered valid, but all decisions must be ratified at the next regularly scheduled Board Meeting or are deemed null and void.

## ARTICLE 10: BOARD MEETINGS

- 10.1 **Frequency:** The Board shall meet at the call of the President, but in any event, not less than four (4) times per year. In addition the President shall, upon request by not less than five (5) Members of the Board, call a meeting of the Board within ten (10) days of receipt of the request.

- 10.2 **Notice:** Ten (10) days' notice for Board meetings to each Director is required. Notice of meetings is conducted by the Secretary using any effective method. Board Members may waive notice. The Board may set regular Board meeting dates, and if it does so, the Directors are deemed to waive notice of Board meetings.
- 10.3 **Quorum:** A quorum for all Board meetings shall be a majority of the Directors. A Board Meeting can only occur if quorum is reached.
- 10.4 **Voting:** Each Director has one (1) vote except for the President (or the person chairing the meeting in the event that the President is not present). The President (or person chairing the meeting) only votes to break a tie.
- 10.5 **Conflict-of-Interest:** If a Director has a perceived or real conflict-of-interest on any decision, they are to disclose the situation, excuse themselves from the discussion, and abstain from a vote on that matter.
- 10.6 **Attendance of Members:** Meetings of the Board are open to Members of the League, but only Directors may vote. Non-Board Members may be asked to leave the meeting if an in-camera session is called.
- 10.7 **Location:** Meetings of the Board can occur in-person, by online conference call, and/or by using any platform deemed appropriate by the Board. The Board may provide alternative methods to participate in meetings if Directors or Members are unable to attend in-person. Directors who participate through these means are considered present for the meeting. Members may join online Board meetings by request to the Secretary, with at least 3 days' advance notice of the meeting.
- 10.8 **Disclaimer:** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **ARTICLE 11: COMMITTEES**

- 11.1 **Forming Committees:** The Board may establish committees and appoint Voting Members to committees as the need arises. Alternatively, Voting Members may establish a Committee subject to the approval of the Board. A Committee must have at least one Director as a Committee Member. All Committees will adhere to a Board-approved Terms of Reference.
- 11.2 **Chairing:** A Committee shall have a Chair or Co-Chairs that oversee the progress of the Committee. One Committee Chair shall be a Director of the Board.
- 11.3 **Membership:** All Committee Members shall be Voting Members of the League.
- 11.4 **Record Keeping:** All Committees shall keep proper records including minutes and financial records and shall report regularly to the Board.
- 11.5 **Quorum:** A quorum for all Committees shall be a majority of the Members of the Committee. A Committee Meeting can only occur if quorum is reached.
- 11.6 **Types of Committees:** Committees may be one of the following types depending on its purpose:



- 11.6.1 **Standing Committee:** Permanent Committee that meets regularly;
- 11.6.2 **Ad Hoc Committee:** Temporary Committee formed for a specific purpose; or
- 11.6.3 **Sub-Committee:** A work unit that reports to a Standing Committee, established to support the workload of the Standing Committee.

## **ARTICLE 12: FINANCES OF THE SOCIETY**

- 12.1 **Fiscal Year:** The fiscal year of the Society ends on December 31<sup>st</sup> of each year.
- 12.2 **Budget:** A budget shall be presented and approved by the League's Members at the Annual General Meeting. A Financial Committee shall be appointed by the Board to develop the budget for approval at the Annual General Meeting.
- 12.3 **Auditing:** The books and records of the League shall be audited at the end of each fiscal year by a qualified accountant, or two members-at-large appointed for that purpose by the Membership at the previous Annual General Meeting. A Review Opinion report may be completed in lieu of an audit by an accountant.
- 12.4 **Emergency Spending:** The Board shall be empowered to spend not more than ten thousand dollars (\$10,000), or in cases of emergency, up to twenty thousand dollars (\$20,000) on any single incident without the express approval of the Membership at an Annual General Meeting, or a General or Special Meeting.
- 12.5 **Signing Authority:** Banking transactions are to be signed by any two Officers of which one should be the President if possible.
- 12.6 **Contracts:**
  - 12.6.1 **Capital Contracts:** All capital contracts over \$5,000 shall be reviewed by at least two (2) Directors who shall receive at least 2 bids from contractors.
  - 12.6.2 **Employee Contracts:** All employee contracts shall be reviewed by at least two (2) Directors. New employee contracts shall be decided by open competition.
- 12.7 **Indemnity of Directors and Officers:** The League protects each Director or Officer against all costs or charges that result from any act done in their role for the League. The League does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 12.8 **Borrowing Powers:** By Special Resolution, the League may borrow or raise or secure the payment of money or issue debentures (an unsecured loan certificate issued by a company, backed by general credit rather than by specified assets).
- 12.9 **Honoraria:** Unless authorized at a General meeting by a Special Resolution, no Officer or Member of the League shall receive any remuneration for their services in the capacity of a Director, Officer, Committee Chair, or Committee Member.

### **ARTICLE 13: MINUTES, BOOKS AND RECORDS**

- 13.1 **Preparation and Keeping of Minutes, Books and Records:** All minutes, books, and records of the Society shall be prepared by the Board and kept by the Secretary.
- 13.2 **Inspection of Books and Records:** All books and records of the Society may be inspected by any Member at the Annual General meeting or at any time upon giving reasonable notice, and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Member of the Board shall, at all times, have access to such books and records.
- 13.3 **Register of Members:** A register of Members shall be kept containing the names and addresses of the Society's Members and which may be inspected at any time by a Member without payment of a fee. A copy of such a register to be kept at the Society's registered office. The contact details of Members shall be kept in confidence and not shared for uses beyond Society business.

### **ARTICLE 14: SEAL OF THE SOCIETY**

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

### **ARTICLE 15: AMENDMENTS TO BYLAWS**

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

### **ARTICLE 16: DISSOLUTION OF THE LEAGUE**

- 16.1 Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues will hold the cash assets in trust until they are able to activate or merge the League. The real property will pass to the City of Edmonton, pursuant to the Tripartite Licence Agreement.