

Elmwood Community League

Society Bylaws

Approved by the Elmwood Community League Board of
Directors

Date: 2025-02-04

Approved by Special Resolution of the Membership

Date: _____

Accepted by Corporate Registries

Date: _____

1. Name

The name of the Society is Elmwood Community League and may be referred to hereinafter as “ECL”.

2. Boundaries

The ECL shall encompass that portion of the City of Edmonton bounded by 170 Street NW to the west; 87 Avenue NW to the north; 159 Street NW to the east and Whitemud Freeway to the south; or as may from time to time be determined jointly by ECL executive, the Edmonton Federation of Community Leagues and the City of Edmonton to reflect changes.

3. Definitions

3.1 Bylaws means these bylaws, as amended from time to time.

3.2 General Meeting is an Annual General Meeting or Special General Meeting as defined in Sections 5, 6, and 7.

3.3 Special Resolution means a resolution passed at any General Meeting. A Special Resolution will be required for any revisions to ECL bylaws or objects, dissolution or issuing debentures or other significant financial matters stated in bylaw or policy.

3.4 Terms of Reference provides guidelines and clear direction to Committee members to help manage expectations and to enable the Committee to hold itself accountable for its activities.

3.5 The Board of Directors, may be referred to hereinafter as “The Board,” is the volunteer governing body of the ECL Society.

4. Membership

4.1 The Membership of ECL is available to those interested in participating in or furthering ECL’s purposes.

4.1.1 Voting Members include any adult who has paid the membership fee of ECL within the current membership year, who lives within the boundary

defined in Section 2, and who has submitted a completed "Member Registration Form" to the ECL Board of Directors.

4.1.2 Associate Memberships may be granted to any person, business, institution or organization located within or outside of the defined boundaries of ECL, have submitted a completed "Member Registration Form," and paid the required membership fee to ECL's Board of Directors. Associate Members are non-Voting Members.

4.2 Membership may be terminated by the Member submitting a request in writing to the Board that their Membership be terminated. The President or the Director responsible for the Membership Registrations will determine whether the issuing of a refund of Membership fees is warranted.

4.3 A Member of ECL is entitled to participate in all ECL programs, receive notice of General Meetings of the ECL, and to attend Board of Directors meetings as an observer. Voting Members as described in Subsection 4.1.1 are allowed to vote at General Meetings.

4.4 Membership fees will be determined each year by the Board.

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

4.5 A Member of ECL may be declared a Member Not-In-Good Standing for conduct harmful to the ECL or its purposes, as determined by the Board. Members Not-In-Good Standing are not entitled to vote at General Meetings or to attend Board of Directors meetings. Members Not-In-Good Standing are also not allowed to attend members-only events or programs. Members Not-In-Good Standing may be returned to Good Standing upon application to the Board, and if the Board receives sufficient evidence of their Good Standing.

4.6 A Member of ECL may be Expelled from the Membership of the ECL by Special Resolution of the Board for actions which are harmful to the ECL or its purposes.

4.6.1 Members of ECL who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board, an opportunity to

defend themselves before the Board immediately prior to the scheduled vote, and notice on the result of the vote within forty-eight (48) hours of the vote.

4.6.2 Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.

4.6.3 Expelled Voting Members have the right to appeal through the dispute resolution process in Section 20.

5. General Meetings

5.1 Notice of a General Meeting shall be given twenty-one (21) days in advance, through both a meeting notification email (sent to the registered Membership of the organization at the time that the email is sent) and through a notice posted on the website of the organization. Notice will include the date, time and place of the meeting and any business requiring a Special Resolution.

5.2 The quorum at a General Meeting for ECL shall be fifteen (15) members. However, after 15 minutes from the posted start time of the meeting, whomever is present shall form a quorum.

5.3 All Voting Members of the ECL are entitled to vote on all matters at General Meetings, provided they are present at the meeting.

5.4 Votes will be cast by a clear show of hands. A secret ballot can be used instead.

5.4.1 Voting Members may request a secret ballot prior to the start of the vote by making a verbal request to the President. If the President receives a minimum of three (3) requests, then a secret ballot will proceed.

5.4.2 Voting Members will cast their vote on pen and paper. In the case of an online meeting (in full or in part), Voting Members will cast their vote via a Google Form set to not collect email addresses or other identifying information (Name, Membership Number, Address, etc). Votes will be counted by the President, unless in circumstances of conflict of interest in

which they will then be counted by a non-Voting Member or another designated and non-Voting representative of the Board's choosing. If a ballot is unreadable, it will be deemed as 'spoiled' and not counted.

5.5 The Board may determine that a General Meeting will be held entirely or in part by means of a virtual meeting.

5.5.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

5.5.2 Directors participating are considered present for the meeting.

5.5.3 If secret ballot voting is required, support for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

6. Annual General Meeting

6.1 The Annual General Meeting of the ECL shall be held between ninety (90) and one-hundred eighty (180) days after the financial year end, on a date determined by the Board.

6.2 The accidental omission of notice to any Member, or the non-receipt of proper notice by a Member does not invalidate any action taken at any meeting to which the notice pertained provided the omission or error did not impact the purpose of the meeting.

6.3 The Agenda for the Annual General Meeting shall be prepared by the Board and shall be distributed to the Membership with the meeting notification email. The agenda shall include, at a minimum:

- i. a presentation of the financials of the organization (as detailed in Section 13);
- ii. the appointment of the auditors for the next financial year (as detailed in Section 11);

- iii. the election of Board Members to fill vacant Board positions (as detailed in Section 8).

7. Special General Meetings

7.1 A Special General Meeting may be called in one of the following 3 ways:

- i. at the discretion of the Board President;
- ii. or with a letter signed by a minimum of three (3) Board members;
- iii. or with a letter signed by a minimum of fifteen (15) members or 20% of the organization, whichever is greater.

The letter signed in ii or iii must state the reason for the Special General Meeting and the Special Resolution(s) intended to be submitted at such Special General Meeting.

8. Duties and Election of the Board of Directors

8.1 The Board will have full control and management of the affairs of the ECL. This management is subject to the bylaws and policies of the ECL, as well as any resolutions passed at a General Meeting or Board Meeting of the ECL.

8.2 The ECL shall be governed by a Board of Directors consisting of four (4) Executive Directors (President, Vice President, Treasurer, and Secretary), and up to eight (8) additional Directors, for a maximum of twelve (12).

8.2.1 The President will:

- Preside over all meetings of the ECL or appoint another person to preside
- Be an ex-officio member of all committees
- Be charged with the general supervision of all the activities of the ECL
- Be a signing authority
- Act as the official spokesperson of the ECL or appoint a designate
- Manage reporting to the rest of the organization
- Manage staff according to Board directives
- Be responsible for policy development and implementation
- Complete other duties as assigned

8.2.2 The Vice President will:

- Preside at any meetings the President is absent from

- Assume any duties from the President as required
- Be a signing authority
- Be responsible for the annual review of the Bylaws, Policies and Procedures
- Complete other duties as assigned

8.2.3 The Secretary will:

- Attend all meetings of the ECL and the Board, and keep accurate minutes
- If unable to attend a meeting, the Secretary may appoint another Director to take minutes
- With the president, will create meeting agendas and ensure reports are submitted
- Be responsible for the minute and meeting notice distribution
- Be responsible for keeping and maintaining of the minutes and other records
- Have charge of all correspondence of the ECL under the direction of the President and the Board
- Be a signing authority
- Complete other duties as assigned

8.2.4 The Treasurer will:

- Ensure that the books of account of ECL and financial records are properly kept (alongside the bookkeeper, if one has been hired)
- Be responsible, on behalf or in the name of, the ECL, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the ECL's bank accounts;
- Report the financial standing at every Board Meeting
- Present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year
- Review and prepare policy and procedures with respect to the financial matters of the ECL
- Prepare all regulatory financial reports required by Alberta Liquor and Gaming Commission, Government of Alberta and Canada Revenue Agency
- File the ECL's annual return
- Recommend, in conjunction with the President, an Annual Budget to the Board

- Be a signing authority
- Complete other duties as assigned

8.2.5 Directors will:

- Be assigned duties at the first Board Meeting following the Annual General Meeting
- Perform duties as determined by the Board, including, but not limited to, programs, membership, communications, facilities, hall rentals, and volunteer coordination.

8.3 At the Annual General Meeting of the ECL, Voting Members shall elect the following Directors:

- A President and Secretary on odd-numbered years
- A Vice-President and Treasurer on even-numbered years
- Up to eight (8) additional Directors each year

8.4 In order to be elected to the Board of Directors, a candidate must:

- be a Voting Member of the ECL;
- be in Good Standing with the ECL;
- be present at the Annual General Meeting and accept their nomination. If unable to attend, an intention to accept a nomination may be submitted to the Board in writing prior to the Annual General Meeting;
- prior to election, be wholly informed of the position they are assuming and the responsibilities that may be entailed, and be willing to take on those responsibilities;
- receive the support of a simple majority of the Voting Members at the Annual General Meeting if more than one candidate accepts nomination.

8.5 A Director elected at the Annual General Meeting shall assume office on the first day of the month following the election. A Director may assume office immediately after the Annual General Meeting if the position was vacant or the previous holder of that position consents.

8.6 A Board position is considered to be vacant if no one was elected into it, or as result of resignation, death, or removal (see 8.9). Should a position become vacant, the Board shall fill it as needed. Any such appointment must have majority support

of the existing Directors on the Board. A person so appointed assumes office immediately upon appointment. Unless otherwise vacated, the positions shall be held until the first Annual General Meeting following appointment of the positions.

8.7 No Voting Member can serve more than three (3) consecutive terms in the same Director position. That Member may either seek nomination for a different position, or remain off the Board for a period of one (1) year before seeking re-election to the Board.

8.7.1 In the case that no other Voting Member will accept a nomination and that efforts have been made to secure a suitable candidate, a Board resolution can be made to nominate the same Director for an additional term.

8.8 A Director may resign from the Board by submitting a letter of resignation to the President or Secretary of the Board. The resignation is deemed to be effective thirty (30) days after the letter of resignation is received, or immediately if requested in the letter.

8.9 Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties, and/or inappropriate behaviour. A Director may be removed from the Board by a motion with two-thirds ($\geq \frac{2}{3}$) of the Board in favour of removal. Directors shall not vote on a motion for their removal from office.

8.10 No Director will receive payment for their services as a Board Member. A Member may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the ECL.

8.11 No two (2) Directors of the same household can be signing authorities at the same time.

8.12 No two (2) related Directors may hold an Executive Director position at the same time.

9. Board Meetings

9.1 The Board shall meet once per calendar month, or at least eight (8) times per year. The Board may decide on regular meeting dates. The President must call a meeting if any three (3) Directors make a request in writing and state the business for the meeting within fourteen (14) days of receiving the request. Notice of a meeting shall be given to Directors a minimum of seven (7) days before the meeting, unless a majority of Directors agree to abridge the notice period.

9.2 Quorum for a meeting of the Board will be a majority of the Directors, two (2) of which must be Executive Directors.

9.3 Voting at Board Meetings shall be by a show of hands unless two (2) Directors request a secret ballot. All Directors have one (1) vote on each motion presented, along with the right to abstain from voting.

9.4 In cases where a Director abstains from casting a vote on a motion, their abstinence should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

9.5 Outside of a Board Meeting, a Director may instigate an electronic (email) vote. The Director would initiate the email outlining the issue, requesting a vote, and providing a vote deadline.

- The voting deadline shall be a minimum of twenty-four (24) hours following the email being sent, excluding statutory holidays.
- The first to reply in-favour would be considered the seconder of the motion.
- A Director who does not reply before the voting deadline is considered to have abstained.
- An Executive Director will tally votes and declare the results via email within twenty-four (24) hours after the passing of the deadline. These electronic votes will then be noted in the minutes of the next Board Meeting.

9.6 The Board may determine that a Board Meeting will be held entirely or in part by means of a virtual meeting.

9.6.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

9.6.2 Directors participating are considered present for the meeting.

9.6.3 Voting is restricted to Directors only. For cases in which a secret ballot is required, see section 5.4.

9.7 If the vote of a motion ends in a tie, the motion is struck down.

10. Committees

10.1 The ECL may, at its discretion, create ad hoc Committees deemed necessary to conduct the ECL's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the Board and will have a projected date of termination at the time they are created. The Terms of Reference will be outlined by the Board prior to the Committee's first meeting, and the Board will determine the procedure for spending approval and any powers of authority.

10.2 The ECL may, at its discretion, create Standing Committees as may be deemed necessary to conduct the ECL's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the Board and will continue to exist for an indefinite period of time.

11. Auditing

11.1 Each year the Board shall recommend to the membership auditors to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) members who do not have signing authority on any of ECL's bank accounts, and have not had signing authority within the previous two (2) calendar years.

11.1.1 At least once every five (5) years, an accountant must audit the financials instead of two (2) membership auditors. The accountant must not have ECL membership.

11.2 The auditor(s) will submit a complete and proper statement of the standing of the books for the previous year before the Annual General Meeting.

11.3 A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.

12. Inspection of Books and Records

12.1 The books and records may be inspected by any Voting Member at the Annual General Meeting, or at any time upon giving fourteen (14) days notice and arranging a time satisfactory to the Directors in charge of the records. Directors will at all times have reasonable access to such books and records.

13. Financial Processes

13.1 The Board may open one or more accounts, designate Directors to be signing authorities, and generally execute all documents connected with the transaction of the ECL's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

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

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the ECL will be signed by two (2) Directors with signing authority. All Executive Directors have signing authority. Signing authority may be granted to other Directors by resolution of the Board.

13.4 Any contract or other legal document relating to the business of ECL may be signed by any person appointed by the Board to sign on its behalf.

13.5 The Board has the right to employ such persons as may be deemed necessary for the efficient functioning of the ECL's business.

13.6 The Annual Budget will be approved by the Board and then presented to the membership at the Annual General Meeting.

13.7 The ECL may borrow and raise funds to meet its objectives and operations. The Board decides the amounts and ways in which to raise money, including giving or granting security.

13.7.1 The Use of Debt Plan: For the purpose of carrying out its objectives, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board, and in no case shall debentures be issued without the sanction of a Special Resolution of the Board.

13.8 Debt incurred by the organization is restricted in use to the plan outlined in Subsection 13.7. Amendments to the Use of Debt Plan must receive support of the Membership at a General Meeting.

14. Seal of the Society

14.1 The use, care, and safekeeping of the seal of the ECL will be the responsibility of the Secretary unless otherwise determined by the Board. It will be used only when authorized by a resolution of the Board, and it will be affixed to documents and instruments when required by law or convention.

15. Amendments to the Bylaws

15.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution.

15.2 Any proposed changes must be reviewed by the Board before being presented at a General Meeting.

16. Dissolution

16.1 ECL may be dissolved by a Special Resolution, passed at a Special General Meeting of ECL, called for the express purpose of considering dissolution.

16.2 Upon dissolution, pending any contractual obligations, the property of ECL shall be distributed to the Edmonton Federation of Community Leagues who will hold the assets in trust for any Community League which may emerge in the boundaries of the ECL.

17. Parliamentary Authority

17.1 The rules contained in “Robert’s Rules of Order,” in its most current edition, will govern the proceedings at all General 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.

18. Indemnification

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

18.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or a wrongful act of any person, firm or corporation dealing with the ECL.

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

19. Interpretation

19.1 In the case of a dispute arising over the interpretation of these bylaws, the Board has the authority to decide which interpretation will be used, as voted by the majority.

20. Dispute Resolution Bylaws

20.1 This section applies to any dispute arising out of the affairs of the society or the application of its bylaws:

20.2 The Dispute may be between:

- a. members, or
- b. the ECL and its Directors or its Officers, or
- c. the ECL or its Directors or its Officers and either
 - i. a member, or
 - ii. a former member who was a member within the previous three (3) months.

20.3 Any dispute subject to Subsection 1 and 2 will be resolved by:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- b. Written appeal to The Board (and/or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c. Mediation agreed upon by the parties. If resolution is not achieved, then by:
- d. Arbitration practices agreed upon by the parties. The decision will bind all parties.

20.4 The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

20.5 Members are obligated to comply with the ECL's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the ECL's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

20.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English. Either party can hire a translator or interpreter to facilitate translation into English or another language for the purposes of mediation, including any written documents or communications.

20.7 Any costs for mediation and arbitration will be shared equally by the parties.