

**THE ROSSDALE COMMUNITY LEAGUE
(1974)
BYLAWS**

Approved November 26, 2019



The Rossdale Community League (1974)

BYLAWS

1. Definitions

In these Bylaws:

- (a) **“Act”** means the *Societies Act (Alberta)*.
- (b) **“Directors”** means the board of directors of the League and any consent, election, request or other act or decision of the directors required or provided for hereunder means a resolution of the board of directors of the League to that effect.
- (c) **“Electronic Communication”** means electronic mail or any other form of transmission of information by electronic means pursuant to which the entire text and other contents of the document, notice or other information intended to be communicated to the recipient thereof can be electronically transmitted to, and accessed and read by, the intended recipient thereof, provided that the content of such communication is accessible by the intended recipient so as to be usable for subsequent reference, and capable of being retained by that recipient.
- (d) **“League”** means The Rossdale Community League (1974).
- (e) **“Members”** means members of the League and **“Membership”** has a like meaning.
- (f) **“Related Person”** means, in reference to a particular Director, or any spouse or child of that Director, or any firm, partnership, sole proprietorship or body corporate in which that Director or his or her spouse or child is financially interested.
- (g) **“Special Resolution”** has the same meaning as it is given in the Act.
- (h) **“Urgent Matter”** means any matter that the President, and any one of the Vice President or Secretary, determines is of sufficient importance and urgency to require dealing with prior to the time within which a meeting of Directors can be held under paragraph 5.2.

2. Name

The legal name of the society is the "The Rossdale Community League (1974)", referred to as the "League". The League is incorporated under the Act.

3. Bylaws

These are the general bylaws of the League and replace and repeal all previous bylaws.

4. Boundaries

The boundary of the League is that area established by the Edmonton Federation of Community Leagues as the boundary for Rossdale, which as at the date of these bylaws is approximately as outlined on the map attached as Appendix "A" and forming part of these bylaws (the "Rossdale Boundaries").

5. Membership

Subject to paragraphs 5.2 and 5.6, all persons resident within the Rossdale Boundaries are deemed Members of the League.

5.1 Membership fees may be required from Members from time to time as determined by the members at the Annual General Meeting. Where such fees are required a failure to pay the same may result in termination of Membership at the discretion of the Board.

5.2 Where a Membership fee has been levied, the Membership year will be from September 1 to August 31 of each year.

5.3 Members of the League are entitled to attend and vote at general meetings (Annual and Special) provided that at the time of attendance they provide their names and addresses in a log to be provided for such purpose.

5.4 Members of the League shall be entitled to attend, but not to vote at, Board of Directors (also referred to as the "Board Meetings") except for any Board Meetings, or

portions of Board Meetings, that the Chairman has declared are to be held or continued *in camera*.

- 5.5 Any Member wishing to withdraw from Membership may do so by giving written notice to the Secretary or President.
- 5.6 By a Special Resolution, any Member may be expelled from Membership for any cause which the Board may deem sufficient. No Member shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard by the Board at a meeting called for such purpose.

6. Meetings

- 6.1 **Monthly Board Meetings:** Regularly scheduled Board of Directors' meetings will be held monthly from September to June at such times and dates as the Board may determine. Notice of monthly Board meetings including the date, time and place of the meeting, will be published on the League's website a minimum of seven (7) days before the meeting, unless a majority of Directors agree to abridge the notice period. Prior to any such date in any such month the President, with the agreement of the Vice-President or Secretary, may determine that due to anticipated multiple absences, or a lack of business to be discussed at such meeting, the scheduled meeting for that month shall not be held.
- 6.2 **Special Meetings:** Without imitation to paragraph 6.3, the President may call any other meetings of the Directors (a "**Special Directors Meeting**") from time to time upon no less than 72 hours' notice to all of the Directors. Notice of Special Directors Meetings shall be given to all Directors, and may be given verbally or by Electronic Communication and will be published on the League's website as soon as is practicable.

- 6.3 **Urgent Matters:** A resolution respecting any Urgent Matter shall be in writing and deemed to be fully effectual, and as validly passed, as if it had been passed at a regular meeting of the Board if such resolution is agreed to in writing by a majority of the Directors then in office. All Directors must be given written notice of any Urgent Matter. Any such resolution on an Urgent Matter shall be placed on the agenda of the next regularly scheduled meeting as an item of information. A resolution under this paragraph may be presented to the Directors by means of electronic mail or other Electronic Communication and a written vote in favour of, or other unambiguous written assent to, such resolution by electronic mail or other Electronic Communication shall be deemed to be a signature and assent for the purposes of this paragraph.
- 6.4 **Telephone Attendance:** Directors may participate in a meeting of the Board through the use of conference telephone, video or internet conferencing or other electronic means, so long as such facilities permit all persons participating in the meeting to hear each other and a Director participating in a meeting by those means is deemed for all purposes to be present at that meeting. Where a Director requests that he or she attend and participate in such manner, the Secretary shall take reasonable steps to ensure that the required facilities are available provided that nothing herein requires the provision of such facilities where doing so is deemed by the Secretary to be impractical or too costly.
- 6.5 **Annual General Meeting:** The Board will hold an Annual General Meeting within six (6) months of the financial year-end of the League for the presentation of the financial report and election of Directors and officers. The Board will set the place, day and time of the meeting. Notice of the Annual General Meeting will be given at least twenty-one (21) days prior to the date of the meeting. This notice shall be deemed sufficiently given if posted to the League website but the Board may communicate notice by such additional means as the Board determines, having due regard to cost, the expenditure of volunteer time and the lack of contact details, provided however that the providing of such notice to some Members shall not create an obligation to provide the same form of additional notice to other Members.

6.6 **Special General Meetings:** 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 thirty (30) 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 by the Board at least thirty (30) days prior to the date of the meeting. This notice shall be deemed sufficiently given if posted to the League website but the Board may communicate notice by such additional means as the Board determines, having due regard to cost, the expenditure of volunteer time and the lack of contact details, provided however that the providing of such notice to some Members shall not create an obligation to provide the same form of additional notice to other Members.

6.7 **Quorum:** Quorum for all Annual General Meetings and Special General Meetings will be fifteen (15) Members. If quorum is not reached at a meeting, then a second meeting will be called one week later for the purpose of passing a specific motion(s). During that time, all effort will be made to inform all Directors and Members and encourage their attendance in same manner as original notice. If at this second meeting there is still not quorum, then the number of people present at the time of the vote will be considered quorum.

Quorum for any Board of Directors Meetings will be a majority of the members of the Board. Any business transactions conducted at a meeting where quorum is not present may nonetheless be ratified at the next regularly scheduled meeting of the Board at which a quorum is present; otherwise they will be null and void.

6.8 **Voting:** All Members in good standing are entitled to vote at the Annual General and Special General Meetings, provided they are present at the meeting. Votes will be taken by any method determined by the President or other person then chairing such meeting. Voting by proxy will not be permitted.

6.9 **Rules of Order:** The chair of any meeting of Members or Directors or the chair of any committee will conduct the meeting in such manner as she or he, acting reasonably, deems most appropriate for the fair and efficient conduct of the meeting and for fair and

open discussion of any matters before it, without obligation to follow any particular rules of order. The chair of the meeting may make such determinations and decisions concerning the conduct of the meeting (including adjournment, or the expulsion of any person or persons who disrupt or threaten to disrupt the meeting) as the chair, acting reasonably, deems most appropriate to preserve good order.

7. Governance

7.1 Board of Directors

7.1.1. Governance and Management: The Board of Directors will, subject to these bylaws have full control and management of the affairs of the League.

7.1.2. Conflicts of Interest:

- (a) Without limitation to paragraph 7.1.2(c), a Director shall not vote in respect of any contract or transaction with the League to which that Director or any Related Person of that Director is a party and shall absent himself or herself from any Board discussion concerning such contract or transaction.
- (b) Where a Director or Related Person of that Director is a party to, or is otherwise financially interested in, any proposed contract or other transaction with the League, a Director shall disclose such interest to the Board by Electronic Communication or at the next meeting of the Directors.
- (c) The League shall not enter into contracts or transactions with a Director or Related Person of a Director requiring an expenditure by the League (excluding out of pocket expenses and disbursements) exceeding \$500 in any given 12 month period unless (i) three-quarters or more in number of the Directors have determined by resolution that doing so presents efficiencies and cost savings to the League that justify making such an exception;(ii) such arrangements are disclosed to the Members at the next Annual General Meeting or Special meeting of the Members.

(d) For greater certainty, it is not a conflict of interest for any Director to discuss or vote upon any matter or thing before the Board (other than a contract or transaction as aforesaid) which impacts that Director in his or her capacity as a community resident.

7.1.3. Composition of the Board: The Board will consist of not more than and eleven (11) Directors, who may also be appointed as the officers of the League occupying the following positions:

- the President;
- the immediate Past President;
- Vice-President;
- Secretary;
- Treasurer;
- Facilities Director;
- Gardening Director; and
- such other Directors at Large to whom may be assigned specific responsibilities as deemed advisable for the direction and governance of the League's interests and affairs. The Past President shall in all matters be considered to be a member of the Board unless he or she resigns as such.

7.1.4. Election of Directors

- (a) The Board of Directors will be elected at the Annual General Meeting of the League by the Members. For greater certainty, a person elected to an office under paragraph 7.1.4 shall be deemed at the same time to have been elected as a Director
- (b) Any member of the League, and being at least eighteen (18) years of age or older, is eligible for nomination, election or appointment to a position on the Board. Should the League at any time charge fees

for membership, then members will be required to be in good standing with payment of fees in order to be eligible for nomination, election or appointment to the Board.

- (c) Election to the office will be determined by a majority vote of the Members being in good standing.
- (d) Nominations shall be taken at each annual general meeting. Nominees for any position that is not filled by acclamation shall, prior to the voting for such position, make a brief presentation to the Membership setting out that nominee's background and qualifications along with any particular platform or undertakings that such candidate intends to advocate if elected. Prior to a vote being taken, Members shall be permitted to ask questions of each such nominee.
- (e) A Director will take office immediately following his or her being elected or appointed.
- (f) Terms for all Directors will be two (2) years.
- (g) No Director shall serve in the same position for more than three (3) consecutive terms unless otherwise provided by special resolution.
- (h) The President, Secretary, Gardening Director and two members at large positions will be up for election in odd-numbered years.
- (i) The Vice President, Treasurer, Facilities Director and two members at large positions will be up for election in even-numbered years.

7.1.5. Termination

- (a) A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) clear days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.
- (b) Any Director may be removed from office by a majority vote of the Board of Directors if that Director is absent for three or more consecutive meetings of the Board.
- (c) Directors may be removed from office in the case of unsatisfactory performance and/or inappropriate behaviour, such as not fulfilling their Board responsibilities, or acting in breach of the bylaws or the law, as follows:
 - (i) A Director may be removed from the Board by a motion with two-thirds ($\frac{2}{3}$) of the Board in favor of removal (such threshold to include all currently serving Board members and not comprised only of those attending provided that Board members may not vote on a motion for their removal from office).
 - (ii) A Director may be removed from the Board by the Membership at any Special Meeting called for such purpose under paragraph 6.2 of these Bylaws.

7.1.6. Abstaining: In cases where Directors abstain 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.

7.1.7. Vacancy: If for any reason a Director is unable or unwilling to complete the term of his or her position and a vacancy is created, then the Board may appoint a replacement. Such appointment shall continue until the next Annual General Meeting

at which point, that position will be deemed vacant. The person appointed may be eligible for election in the same, or another, office at the next Annual General Meeting.

7.2. Duties of Directors

7.2.1. Offices: The Board of Directors and their respective duties are as follows:

(a) **President**

The President will:

- be charged with the general supervision of all the activities of the League;
- preside over all meetings of the Board and all general meetings of the League;
- be an ex-officio member of all committees, except a Nominating Committee;
- nominate the Vice President to serve and stand in for or replace the President, as circumstances require;
- If the Vice President is not available, nominate another Director to serve or stand in for or replace the President, as circumstances require.
- represent the League to media and governmental and external organizations as required; and
- perform such other duties which are incidental to the presidential office, or which are delegated to him/her by the Board.

(b) **Past President**

The Past President will:

- assist orienting the incoming President; and
- assume ad hoc duties at the discretion of the Board; and

- be a member of the Board for a maximum period of (2) two years immediately following his/her term as President.

(c) **Vice President**

The Vice President will:

- perform the duties of the President in the absence of the President;
- assume any duties from the President as required;
- be responsible for the organization and execution of all casino events;
and
- act as a signing authority.

(d) **Secretary**

The Secretary will:

- attend all meetings of the Board and keep accurate minutes of these meetings;
- be responsible for the minute and meeting notice distribution;
- have charge of the non-financial records of the Board including minutes, bylaws and procedures;
- have charge of the Board's correspondence under the direction of the President and the Board;

- file the annual return and changes in the Directors , amendments to the bylaws and other incorporating documents with the Corporate Registries;
- have charge of the seal of the League;
- have custody of the minute of proceedings of the meetings of the Members and the Directors;
- facilitate access to books and records as requested by members in accordance with the Societies Act and

- carry out other duties assigned by the Board.

(e) **Treasurer**

The Treasurer will:

- be responsible for all financial records of the League;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing duplicate receipts, payments 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;
- report the financial standing at every monthly Board meeting;
- present to the Annual General Meeting audited financial statements for the preceding fiscal year;
- ensure compliance with Alberta Gaming, Liquor and Cannabis;
- be responsible for identification of grants that the League is eligible for, and completion and submission of all applications for grants the League wishes to apply for;
- have custody of the Leagues financial books and records;
- facilitate access to books and records as requested by members in accordance with the Societies Act and
- carry out other duties assigned by the Board.

(f) **Facilities Director**

The Facilities Director will:

- be responsible for the supervision of hall rentals and maintenance, and the operation of all aspects of the hall property;

- have charge of all scheduling for the hall including programs, sports, activities, meetings, social and any other functions which may be held at the hall;
- collect all hall rental fees and deposits, and account to the League for all such amounts collected; and
- report monthly to the Board of Directors.

(g) **Gardening Director**

The Gardening Director will:

- coordinate the community garden; and
- report monthly to the Board of Directors.

(h) **Directors at Large**

The Directors at Large will:

- be elected to fulfill duties as required by the Board of Directors including attending meetings, managing social activities of the League and managing the League's website, Facebook page, outdoor signs, newsletters and other social media; and
- have full voting privileges and Director responsibilities.

7.3 Remuneration: No Director will receive any remuneration for his/her work on the Board of Directors.

7.4 Committees

7.4.1. Standing Committees: The League may, at its discretion, by resolution create such Standing Committees as may be deemed necessary. 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 until terminated by the Board.

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

7.4.3 At all meetings of such committees a majority will constitute a quorum.

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

7.4.5. The Board may delegate its powers to such person or persons as it deems appropriate from time to time.

8. Audit and Inspection of Records

8.1 The books, accounts and records of the Treasurer will be audited at least once per year by a duly qualified accountant or, provided that no fee is being charged by them, by two (2) Members of the League, not currently serving as signing authorities (in either case "the Auditor").

8.2 The fiscal year-end will be March 31.

8.3 The League's financial books and records may be inspected by any Member at any time upon providing ten (10) days' notice and arranging a time satisfactory to all parties. The Board may only redact from such records information that is deemed confidential. Each member of the Board of Directors will at all times have reasonable access to all of the League's books and records without restriction.

9. Financial Matters

- 9.1 The Board may open one or more accounts, designate signing Directors, 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.
- 9.2 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.
- 9.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by the Treasurer, subject to their availability along with either the President, Vice President, Secretary or Garden Director, or whomever has been granted signing authority by resolution of the Board of Directors. If the Treasurer is not available, two of the following may sign: President, Vice President, Secretary or Garden Director.
- 9.4 The Board is empowered to authorize borrowings by the League provided that the League may not enter into agreements to encumber the assets of the League (other than personal property secured by purchase money security interest) without authorization of the Members by a Special Resolution.
- 9.5 No two members of the same household will be signing authorities. Also no signing authority will sign a cheque where they are the payee.
- 9.6 The League shall indemnify and save harmless each Director and officer of the League, a former Director or officer of the League, and each said Director's or officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid

to settle an action or satisfy a judgment, reasonably incurred by the Director or officer in respect of any civil, criminal or administrative action or proceeding to which the Director or officer is made a party by reason of being or having been a Director or officer of the League, if:

- (a) The Director or officer acted honestly and in good faith with a view to the best interests of the League; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or officer had reasonable grounds for believing that his or her conduct was lawful

10 Disputes

10.1. Disputes arising out of the affairs of the League or the application of these Bylaws will be resolved by:

10.1.1 First by direct negotiation between the parties, with or without assistance and/or facilitation by a Board member designated for such purpose. If resolution is not achieved, then by:

10.1.2 Written appeal to the Board (and/ or other appropriate committee) for a decision. Following the board decision a party to the dispute can request mediation as follows. :

Mediation by mediators chosen by the Board from among a listing of mediators provided by the Edmonton Federation of Community Leagues (the "EFCL List").

10.2 The Board, or the President with the agreement of either the Vice-President or Secretary, may retain mediators from the EFCL List at any time and from time to time to mediate disputes between Members in respect of the Leagues affairs or between the Board and any Members.

11. Dissolution

11.1 Upon the 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 License Agreement.

12 Amendments

- 12.1 These Bylaws may be altered, rescinded or added to by Special Resolution.
- 12.2 The twenty-one (21) days' notice required for a Special Resolution shall include details and notice of the proposed Special Resolution to change the Bylaws.
- 12.3 Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a Special General or Annual General Meeting.
- 12.4 Changes to the Bylaws take effect once the dated Special Resolution is approved, verified by two (two) signing officers of the League and registered at the Corporate Registry of Alberta.

13. Administration

- 13.1 The use, care and safekeeping of the seal of the League will be the responsibility of the Secretary unless the Board decides otherwise.
- 13.2 Subject to paragraph 7.1.2, the Board of Directors has the right to hire and retain such persons, including accountants, consultants and legal counsel, as may be deemed necessary for the carrying out of some lawful purpose of the League or generally for the efficient functioning of the League's business.
- 13.3 The League will retain membership in the Edmonton Federation of Community Leagues.

APPENDIX A



