

Bylaws of the Highlands and District Community League

Revised and Amended at the Annual General Meeting, June 6, 2007

UNDER THE SOCIETIES ACT:

The name of the Society is the HIGHLANDS AND DISTRICT COMMUNITY LEAGUE.

The objects of the Society are:

- To provide for the recreation of the members and to promote and afford opportunity for friendly and social intercourse.
- To encourage and promote amateur games and exercises.
- To develop an informed public spirit among its members by the holding of meetings for the presentation and discussion of public questions.
- To promote the interests of the City of Edmonton as a whole and in particular the interests of the Community served by the Society and the interests of its residents.
- The Society shall be non-political and non-sectarian.
- To acquire and take by purchase, donation, devise, lease or otherwise all kinds of real estate and personal property.
- To create or otherwise provide and maintain all necessary buildings for the purpose aforesaid.
- To provide all necessary equipment and furniture for carrying on its various objects.
- To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Society.
- To borrow or raise or secure the payment of money in such manner as it shall think fit and in particular by the issue of debentures.
- To promote, operate and administer Highland Place senior residence, providing safe and caring housing accommodation to seniors in greatest need in an unbiased manner, preference being given to those people who have resided in the Highlands area.

BYLAWS

1. The name of the Society shall be the HIGHLANDS AND DISTRICT COMMUNITY LEAGUE.

2. MEMBERSHIP

(a) All persons over eighteen years of age resident within the League boundaries are eligible to become members of the Highlands and District Community League on the payment of an annual membership fee of \$ 1.00 for each calendar year, or any other amount subsequently determined by a two-thirds majority vote of the Executive, with the exception that any person may be disqualified from becoming or remaining a member by a two-thirds majority vote of the Executive. Any member wishing to withdraw from membership can do so on a notice in writing to the Secretary.

(b) Any person over eighteen years of age who is not a resident of the said District may become an associate member on payment of an annual fee of \$ 1.00 or any other amount subsequently determined by a two-thirds majority vote of the Executive. Associate members shall have no vote at meetings of the Society and shall not be eligible to hold office in the Society.

3. LEAGUE BOUNDARIES

For Community League activities, the boundaries of the Society shall be the area bounded on the West by 67th Street, on the South by the North bank of the North Saskatchewan River, on the East by 50th Street and on the North by 118th Avenue, provided, however, that these boundaries may be extended or restricted if in the opinion of the Society it is desirable.

4. OFFICERS:

The Officers of the Society shall be the President, the immediate Past-President; the 1st Vice President; 2nd Vice President; the Secretary; and the Treasurer.

PRESIDENT

The President shall be ex-officio a member of all committees. He shall, when present, preside at all meetings of the Society and of the Executive.

VICE-PRESIDENT

In the absence or at the request of the President, the 1st Vice President or in his absence, the 2nd Vice President, shall preside at meetings of the Society and of the Executive, and they shall assume such other duties as may be referred to them by the Executive.

SECRETARY

It shall be the duty of the Secretary to record and keep the minutes of the proceedings of the Society, to keep and maintain the list of members, to carry on the correspondence of the Society and to fulfill such other duties as usually pertain to that office

TREASURER

It shall be the duty of the Treasurer to receive and bank all monies received by the Society, to keep proper accounts of all receipts and disbursements and to report upon the state of the treasury at each meeting of the executive.

5. SIGNING AUTHORITY

All cheques, promissory notes or bills of exchange shall be signed by the Treasurer and President; or in the absence of one or the other, the First Vice-President or the Secretary.

6. COMMITTEES:

Program Committee - The Program Committee shall arrange for any meetings or activities of the Society on the request of the Executive.

Community Hall and Grounds Committee - The Community Hall and Grounds Committee shall have jurisdiction over the extension and maintenance of the Community Hall and Grounds pertaining thereto together with the supervision of activities in the Community Hall, including the renting and allotting of time for use of the Hall.

Membership Committee - The Membership Committee shall arrange for the canvassing for membership and collect all membership fees with a comprehensive canvass once a year.

Civic Affairs Committee on Land Use and Transportation: The Civic Affairs Committee on Land Use and Transportation shall have jurisdiction over the affairs concerning land use and transportation in the Highlands District.

All other Committees will be constituted at the direction of the Executive, or by the Membership at the Annual General Meeting, as needs require.

Representatives of all Committees [hereinafter called Directors] will attend the monthly meetings of the Executive to report on, and seek ratification of, their activities.

6 (b) Highland Place:

The Highlands and District Housing Committee is incorporated as a management body under the Alberta Housing Act per ministerial order, with the Highlands and District Community League as the only member, to operate Highland Place, a self-contained housing accommodation. This management body is governed by a board, elected by the Highlands and District Community League meeting from among its membership at its annual general meeting. The Appendix of the Ministerial Order is attached to these Bylaws. Detailed regulations are provided in the Management Body Handbook and by the Housing Advisor.

Further to the rules established by this Appendix:

- The Board shall have a minimum of nine (9) members and a maximum of twelve (12) members.
- The quorum of the Board is 2/3 of its members.
- A minimum of 2/3 of the Board members shall live or have vested interest within the League Boundaries and areas extended westward to the Wayne Gretzky Drive and northward to Highway 16 (The Yellowhead).
- When vacancies occur, the Board will recommend to the Executive and to the Annual General Meeting, the names of persons to fill those vacancies,
- The Board shall keep the League informed by sending their Business Plans and minutes of their meetings to the Executive of the League, and by attendance at the Annual General Meeting.

7 EXECUTIVE

The Officers and Directors shall constitute the Executive of the Society. The Executive shall have control and management of the business of the Society.

(b) Compensation:

No Officer or Director shall receive any compensation for his or her service.

8. ELECTIONS

All Officers shall be elected at the Annual General Meeting of the Society. Additional Directors may be elected by the Membership of the Society at the Annual General Meeting, or appointed to the Executive by the Officers and Directors, as needs require.

Should a vacancy occur during the year, it may be filled by Executive appointment, and any positions on the Executive not filled at the Annual General Meeting may be filled by a two-thirds vote of the Executive who have been elected at the Annual General Meeting. At the time of their election to office, all such Officers and Directors must reside within the boundaries of the Highlands and District Community League as set forth in Section 3 of these By-Laws.

b). TERMS OF OFFICE:

All Officers and Directors, whether elected or appointed, shall serve for a one year term, commencing at the Annual General Meeting at which they are elected or following their appointment, until the next Annual General Meeting.

c) If it becomes necessary to remove an Officer or Director for cause (such as conduct which would bring the good name of the Community League into disrepute, or failure to fulfill the duties and responsibilities of office), it shall be by a two-thirds majority vote of the Executive.

d) If the removed party wishes to appeal such removal, he may appeal to a Grievance Committee, which shall consist of five non-Executive members of the Society, chosen by lot from the list of members. The Grievance Committee shall report to the Executive at the next scheduled meeting, and the merits of the appeal shall be weighed and voted upon, requiring a two-thirds majority of the Executive present. This decision shall be final.

9. CONDUCT OF MEETINGS:

Meetings shall be conducted under *Robert's Rules of Order*.

10. MEETINGS:

(a) Annual General Meeting:

The Society shall hold an Annual General Meeting in the month of May or the month of June in each year, of which no less than 21 days' notice shall be given to all members by the Secretary by means of the community league newsletter.

General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Executive upon no less than 21 days' notice by means of the community league newsletter.

(b) Executive Meetings:

Meetings of the Executive shall be held at least once per month, (summer months excepted) and be called by the Secretary at the call of the President, or First or Second Vice President in the absence of the President. Only business conducted at a regular meeting of the Executive shall be binding on the Society. A regular meeting of the Executive is one where at least one week's notice has been given to the members of the Executive as to the time and place of such meeting, either by telephone or email, and where a quorum of the Executive is present. The quorum of the Executive shall consist of at least two Officers and one-half of the number of Directors.

(c) Quorum:

Twenty members shall constitute a quorum at any General Meeting of the Society.

All members in good standing present at any General Meeting of the Society shall have the right to vote except the Chairman of the meeting, PROVIDED, however, in the event of a vote resulting in a tie, the Chairman shall have a deciding vote.

(d) **Order of Business:**

The order of business at all meetings of the Society shall be as follows:

Minutes of the previous meeting

Business arising out of the Minutes

Correspondence

Reports of Committees

At the Annual General Meetings: the Election of Officers and Members

Unfinished business

New business.

11. **SEAL**

The Secretary shall have the custody of the Seal of the Society, which Seal whenever used shall be authenticated by the signatures of the President and Secretary or Vice President and Secretary.

12. **BORROWING POWERS**

For the purposes of the Society, the Executive may borrow money upon security of the assets of the Society, and in particular by the issue of debenture, but only authorized by "Special Resolution" duly passed at a General Meeting of the Society and upon notice of such intention to borrow having been given in the motion calling the meeting.

13. **AMENDING BY-LAWS**

The By-Laws of the Society may be rescinded, altered or added to, but only by "Special Resolution" of the Society.

14. **Special Resolution**

"Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at any meeting of the Society of which notice specifying the intention to propose the resolution as a "Special Resolution" has been given.

15. **AUDITING**

The books and accounts of the Society shall be audited at least once a year by two members of the Society, and once every other year by a duly qualified accountant.

(b) The books and records of the society may be inspected by any member of the society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or person having charge of same.

16. **NON-PROFIT STATUS**

The Society shall be carried out without the purpose of gain for its members and any profits or other accretions to the Society shall only be used in promoting its objects. No part of the income, profits or accretions of the Society is payable to or otherwise available for the personal benefit of any proprietor, member or shareholder of the Society.

17. WINDING UP

If upon the winding up, liquidation, bankruptcy or dissolution of the Society there remains after the satisfaction of all of its just debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to a Canadian charitable institution or institutions having objects similar to the objects of the Society, to be determined by the members of the Society at or before the time of dissolution, liquidation, winding up or bankruptcy, and in default thereof by such judge of Queen's Bench of Alberta as may have or acquire jurisdiction in the matter.

The following constitutes an Appendix to the By-Laws of the Highlands and District Community League:

APPENDIX to H:057/95

1. **Highlands and District Housing Committee** (hereafter referred to as the "Management body") is hereby established as a management body.
2. Highlands and District Community League is the only member of the management body.
3. (1) The management body shall be governed by a board (hereafter referred to as "the board"), comprised of a maximum of twelve (12) members elected as follows, and in accordance with subsection (2):
 - (a) Members of the board shall be elected by Highlands and District Community League from among its membership.
 - (2) The board shall be elected as follows:
 - (a) The first members of the board shall consist of each member of the Board of the Senior Citizen Self-Contained Housing Committee, as the committee existed immediately prior to April 1, 1995.
 - (b) Members of the board, except the first members, shall be elected at the annual meeting of Highlands and District Community League in accordance with this Order and at the times the board requests Highlands and District Community League and in accordance with the bylaws of the Highlands and District Community League.
 - (c) The term of office for each of the first members of the board shall be from the effective date until another member is elected to hold that office at the next annual general meeting of the Highlands and District Community League.
 - (d) The term of office for each member of the board, except the first members, shall be for a three (3) year term.
 - (e) Members of the board, including the first members elected under clause (a), may hold consecutive terms of office.
 - (f) If the office of a board member is vacated, the Highlands and District Community League shall elect another individual as a member of the board to complete the term of the vacating member, effective on the date the vacancy occurs or as soon as possible thereafter.

- (g) The chairperson, vice-chairperson or any other officer of the board, the board determines appropriate, shall be elected by Highlands and District Community League at its annual general meeting,
- (h) The term of office for the chairperson, vice-chairperson or any other officer of the board shall be for a one (1) year term,
- (i) The chairperson, vice-chairperson or any other officer of the board, may hold consecutive terms of office,
- (j) Each member of the board is entitled to deal with all matters of the board arising from the policies and program, and operation and administration, of the management body, except where otherwise provided under the Act and its Regulations.

(4.) The board is a continuing body.

(5) The board shall provide the Deputy Minister with the name of its chairperson and vice-chairperson as soon as possible on selection, and shall notify the Deputy Minister of any changes of chairperson and vice-chairperson.

6). The board shall:

- a) designate the address of its primary place of business, and
- b) Immediately notify the Deputy Minister of the address of its primary place of business in Alberta and any other offices, the board's address for service, and any change in the location of such offices or address for service.

5. The board is responsible for the operation and administration of the housing accommodation listed in Schedule "A".

6. For the purpose of the Act, the board has and is subject to the powers, functions or duties as provided in the following regulations:

- (a) Management Body Operation and Administration Regulation;
- (b) Social Housing Accommodation Regulation; and
- (c) Housing Accommodation Tenancies Regulation.

2. For the purposes of the Act, the board's reporting date is 90 days from the effective date of this order.

Schedule "A"

Housing Accommodation Type:	Self Contained
Name:	Highland Place
Project Number:	1125-2755-2211
Legal Description:	Plan 4065 AE, Block 5, Lots 8-12
LING:	0024980112
Municipal Address:	6209 - 118 Avenue, Edmonton
No. of Units / Description:	67 units