

# **Highlands and District Community League**

## **Bylaws - May 2015**

**The intent of this document is to depict the bylaws of the Highlands and District Community League and to document the effort of the Board to manage the activities of the Community League in an efficient, progressive manner addressing the needs of an ever-changing community.**

**This document includes Society Objectives and the Bylaws of the Highlands and District Community League. These bylaws supersede all previous bylaws versions and revisions.**

### **Society Objectives**

Provide for the recreation of the members and to promote and afford opportunity for friendly and social interactions.

Promote programs, exercises and events for members of the community.

Encourage and promote sport and cultural activities for the community.

Promote both 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.

Demonstrate a non-political and non-partisan bias.

Acquire and take by purchase, donation, devise, lease or otherwise all kinds of real estate and personal property.

Create or otherwise provide and maintain all necessary buildings for the purpose aforesaid.

Provide all necessary equipment and furniture for carrying on its various objects.

Sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Society.

Borrow or raise or secure the payment of money in such manner as it shall think fit for the purpose of supporting the Society objectives.

### **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 objectives. No part of the income, profits or accretions of the Society is payable to or otherwise available for the personal benefit of any proprietor, affiliate or member of the Society.

## **Highlands and District Community League Bylaws**

### **ARTICLE 1 – NAME**

The legal name of the society is the “Highlands and District Community League,” hereinafter referred to as “the League.”

### **ARTICLE 2 – BOUNDARIES**

The League area is 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, League boundaries may be extended if in the opinion of the Society it is desirable or appropriate at any given time or circumstance.

## **ARTICLE 3 – DEFINING AND INTERPRETING THE BYLAWS**

### **3.1 Definitions**

In these Bylaws, the following words have these meanings.

3.1.1 *Societies Act* means the Societies Act of Alberta R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

3.1.2 *Board* means the Board of Directors of this League as described in Article 5.1.

3.1.3 *Deliver notice* means to give notice using mail, newsletters, social media, the league web site, electronic mail, telephone or other method reasonably assured of reaching the recipient.

3.1.4 *Director* means any person elected or appointed to the Board.

3.1.5 *General Meeting* means an Annual General Meeting or a Special General Meeting.

3.1.6 *Member* means a Member of the League.

3.1.7 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the League.

3.1.8 *Special Resolution* means a special resolution described in Article 6.

3.1.9 *Voting Member* means a Member entitled to vote at the meetings of the League.

## **ARTICLE 4 – MEMBERSHIP**

### **4.1 Classification of Members**

There are six (6) categories of Members:

4.1.1 **Family Members:** reside in one household and act as a family unit.

4.1.2 **Adult Member:** any person age 18 to 64

4.1.3 **Senior Members:** 65 years of age or older

4.1.4 **Single Members:** any person age 18 or older

4.1.5 **Honorary Life Member:** may be conferred upon anyone who has provided service to the League for more than 15 years or has made significant, positive contributions to the League. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.

4.1.6 **Associate Member:** is available to any business, organization or institution located within the defined boundaries of the League, or non-resident person who has first purchased a membership in his or her home league.

4.1.7 **Board Directors:** Residents serving as board directors will get free membership during the time they serve, including a family membership if they have a family.

### **4.2 Admission of Members**

Any resident within the stated boundaries will be a full member in the appropriate category upon payment of the membership fee, provided he/she agrees with the objectives of the community league.

### **4.3 Membership Fees**

4.3.1 The membership year is September 1 to August 31.

4.3.2 Membership fees for each category of Members will be decided at the Annual General Meeting.

4.3.3 Membership fees may be set at different amounts for subcategories of memberships.

4.3.4 Membership fees may be reduced dependent on date of purchase in the membership year.

#### **4.4 Rights and Privileges of Members**

##### **4.4.1 Member in Good Standing:**

4.4.1.1 A Member in Good Standing is a Member who:

- a. has paid membership fees or other required fees to the League; and
- b. has not been expelled as a Member as provided for under Article 4.6.

4.4.1.2 Any Member in good standing is entitled to:

- a. receive notice of meetings of the League;
- b. attend any meeting of the League;
- c. speak at any meeting of the League; and
- d. exercise other rights and privileges given to Members in these bylaws.

##### **4.4.2 Voting Members:**

Only Members in good standing (as defined in Article 4.4.1) can vote at meetings of the League based on the following:

4.4.2.1 **Family Members** are eligible for one vote per adult with a maximum of 2 votes per household.

4.4.2.2 **Adult Members** are eligible for one vote per member

4.4.2.3 **Senior Members** are eligible for one vote per member

4.4.2.4 **Single Members** are eligible for one vote per member

4.4.2.5 **Honorary Life Members** are eligible for one vote per member.

4.4.2.6 **Associate Members** are not eligible to vote, except by special motion of the Board.

#### **4.5 Termination of Membership:**

Membership may be terminated by Resignation, Death or Deemed Withdrawal. On termination of membership, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

4.5.1 **Resignation:** Any Member may resign from the League by sending or delivering a written notice to the Secretary or President of the League.

4.5.2 **Deemed Withdrawal:** If a Member has not paid the annual membership fees or has moved outside of the defined community league boundary, the Member is considered to have submitted his resignation.

#### **4.6 Expulsion**

##### **4.6.1 Grounds for Expulsion**

Any director, officer, or member, upon a majority vote of the Board, may be removed from office and/or have membership revoked for any cause that the Board may deem reasonable.

4.6.2 The Board of Directors may remove any Director from office if he/she is absent for any three (3) consecutive meetings without regrets.

##### **4.7 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the League.

##### **4.8 Liability**

4.8.1 Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the League at the date of ceasing to be a Member.

4.8.2 No Member is, in his individual capacity, liable for any debt or liability of the League.

## **ARTICLE 5 - THE GOVERNMENT OF THE LEAGUE**

### **5.1 The Board of Directors**

**5.1.1 Governance and Management of the League:** The Board governs and manages the affairs of the League.

**5.1.2 Powers and Duties of the Board:** The Board has the powers of the League, except as stated in the Societies Act. The powers and duties of the Board include:

#### 5.1.2.1

Promoting the objects of the League;

5.1.2.2 Promoting membership in the League;

5.1.2.3 Hiring employees for the efficient functioning of the league's business;

5.1.2.4 Regulating employees' duties and setting their salaries;

5.1.2.5 Maintaining and protecting the League's assets and property;

5.1.2.6 Approving an annual budget for the League;

5.1.2.7 Paying all expenses for operating and managing the League;

5.1.2.8 Paying persons for services and protecting persons from debts of the League;

5.1.2.9 Investing any extra monies;

5.1.2.10 Financing the operations of the League, and borrowing or raising monies;

5.1.2.11 Approving all contracts for the League;

5.1.2.12 Maintaining all accounts and financial records of the League;

5.1.2.13 Appointing legal counsel as necessary;

5.1.2.14 Making policies, rules and regulations for operating the League and using its facilities and assets;

5.1.2.15 Appointing coordinators or committees and which may be necessary for carrying out the activities of the League;

5.1.2.16 Interact with appointed coordinators or committees in such a way to ensure all activities represent the League and the associated not for profit objectives;

5.1.2.17 Selling, disposing of, or mortgaging any or all of the property of the League; and

5.1.2.18 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the League.

**5.1.3 Composition of the Board:** The Board shall consist of elected Executive Directors: the President, Vice-President, Secretary and Treasurer, along with Directors-at-Large; and one *ex officio* Director; the immediate Past President. Directors at large may include; Communications, Facility and Grounds, Memberships, Programs, Sports, Civic Affairs, Events / Social, Volunteer and Casino, and other portfolios as deemed necessary by the Board and the League.

5.1.3.1 Directors must be Members in good standing.

### **5.1.4 Election of Officers and Directors**

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

Any positions on the Board not filled at the Annual General Meeting may be filled by a majority vote of the Board. At the time of their election to office, all such Directors must reside within the boundaries of the Highlands and District Community League as explained in Article 2 of these By-Laws, unless as deemed

by special motion of the board. Such persons shall have full board privileges and not exceed more than two persons at one time. Such persons must purchase a full membership to the Society.

5.1.4.1 Directors will hold office for two years:

a. Elections for the positions of President, Treasurer and four Directors-at-Large will be held in even-numbered years.

b. Elections for the positions of Secretary, Vice-President and four Directors-at-Large will be held in odd-numbered years.

5.1.4.2 Elections are held at the Annual General Meeting. Newly-elected Directors take office immediately following the Annual General Meeting.

5.1.4.3 The immediate Past President is not elected. When a new President is elected, the former President becomes the new Past President.

5.1.4.4 Directors may hold office for a maximum of three (3) consecutive terms, but may stand for re-election after a year has elapsed from their last service in office.

5.1.4.5 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.

#### **5.1.5 Resignation, Death or Removal of a Director**

5.1.5.1 A Director, including the President and immediate Past President, may resign from office, and such resignation takes effect on the date the Board accepts the resignation.

5.1.5.2 Voting Members may remove any Director, including the President and the immediate Past President, before the end of his/her term. There must be a majority vote at a Special General Meeting called for this purpose.

5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term upon a majority vote of the Board.

a. This does not apply to the position of immediate Past President. This position remains vacant until the Annual General Meeting at which the term of the position expires.

#### **5.1.6 Meetings of the Board**

5.1.6.1 The Board will hold at least ten (10) meetings each year.

5.1.6.2 The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.

5.1.6.3 Directors must receive seven (7) days' notice for Board Meetings. Directors may waive notice of meetings.

5.1.6.4 Quorum for Board Meetings is one executive member and four (4) Directors in total or, if all Directors' Positions are not filled, fifty (50) percent of the Directors are required.

5.1.6.5 If there is no quorum, the President or executive member adjourns the meeting to the same time, place, and day of the following week.

5.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

5.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.1.6.8 Meetings of the Board are open to Members of the League, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.1.6.9 A resolution may be passed outside of a Board meeting if all Directors agree to and sign the resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.10 A meeting of the Board may be held by a conference call or internet web conference. Directors who participate are considered present for the meeting.

5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **5.2 Duties of the Directors**

**5.2.1 The President:** manages the affairs of the Board; when present, chairs all meetings of the League, the Board and the Executive Committee; is an ex officio member of all Committees, with the exception of the Nominating Committee; acts as the spokesperson for the League or appoints a designate; is a signing authority; carries out other duties assigned by the Board.

### **5.2.2 The Vice-President:**

Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chair for the meeting; Replaces the President at various functions when asked to do so by the President or the Board; is a signing authority; is responsible for the annual review of the Bylaws, Policies and Procedures; is a member of the Executive Committee; and carries out other duties assigned by the Board.

**5.2.3 The Secretary:** attends all meetings of the League, the Board and the Executive Committee; keeps accurate minutes of these meetings; has charge of minute book and other records; has charge of the Board's correspondence under the direction of the President and the Board; makes sure all notices of various meetings are sent; keeps the Seal of the League; is a member of the Executive Committee; files the annual return and changes in the directors of the organization, amendments to the bylaws and other incorporating documents with the Corporate Registries; and carries out other duties assigned by the Board.

### **5.2.4 The Treasurer:**

ensures all monies paid to the League are deposited in a financial institution chosen by the Board; ensures a detailed account of revenues and expenditures is presented at Board and General Meetings; ensures an audited statement of the financial position of the League is prepared and presented at the Annual General Meeting;

chairs the Finance Committee of the Board; is a member of the Executive Committee; and carries out other duties assigned by the Board.

**5.2.5 The Past President:** is a member of the Executive Committee; and carries out other duties assigned by the Board.

### **5.2.6 Directors-at-Large:**

carry out other duties assigned by the Board. Directors at large may include: Communications, Facility and Grounds, Sports, Memberships, Programs, Civic Affairs, Events / Social, Volunteer and Casino, and any other portfolios as decided by the board.

## **5.3 Board Committees**

**5.3.1 Establishing Committees:** The Board may appoint committees to advise and represent the Board and League. These committees will carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" and guidance as may be passed by the Board of Directors or at a General Meeting.

### **5.3.2 General Procedures for Committees**

5.3.2.1 At least one Director must be a member of each committee created by the board.

5.3.2.2 The Chair of the committee is approved by the Board.

5.3.2.3 The Chair calls committee meetings. Each committee:

records minutes of its meetings and provides reports at Board meetings at the Board's request.

5.3.2.4 Two (2) days' notice of meetings is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

5.3.2.5 Quorum for a committee meeting is fifty per cent (50%) of the committee membership.

5.3.2.6 Each member of the committee, including the Chair, has one (1) vote at the committee meeting. The Chair does not have a casting vote in case of a tie.

### **5.3.3 The Executive Committee:**

a. Consists of the President, Past President, Vice-President, Secretary and Treasurer.

b. Is responsible for:

carrying out emergency and unusual business between Board meetings; reporting to the Board on actions taken between Board meetings; carrying out other duties as assigned by the Board.

c. All meetings of the Executive Committee are called by the President or on the request of any two (2) other Directors. They must request in writing that the President call a meeting and state the business of the meeting.

d. All Executive Committee Members may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

e. A meeting of the Executive Committee may be held by a conference call. Executive Committee Members who participate in this call are considered present for the meeting.

f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

g. An Executive Committee Member may waive formal notice of a meeting.

h. All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

### **5.4 Coordinators**

5.4.1 **Appointing Coordinators:** The Board may appoint coordinators to carry out specific activities of the League. These coordinators will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as may be passed by the Board of Directors or at a General Meeting.

5.4.1.1 Coordinators must be Members in good standing.

5.4.1.2 Directors may serve as Coordinators while in their term as Director.

### **5.5 Associated Groups, Clubs and Associations**

5.5.1 **Approval of Groups, Club and Associations:** The Board shall approve association to groups, clubs and associations that have direct impact on the operation of the League in terms of finances, resources and representation. These Groups, Club and Associations will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as passed by the Board of Directors or at a General Meeting.

5.5.1.1 Groups, Club and Association members must be in good standing with the League.

## **ARTICLE 6 - MEETINGS OF THE LEAGUE**

### **6.1 The Annual General Meeting**

6.1.1 The League shall hold its Annual General Meeting in the month of May or June in each year. The Board sets the place, day and time of the meeting.

6.1.2 **Notice:** Public notice will be given at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

### **6.2 Special General Meetings**

#### **6.2.1 Calling of a Special General Meeting**

A Special General Meeting may be called at any time:

a. by a resolution of the Board of Directors to that effect; or

- b. on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

6.2.2 **Notice:** The Secretary delivers a notice to each member at least fifteen (15) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

6.2.3 **Agenda for Special General Meeting:** Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

### **6.3 Proceedings at Annual and Special General Meetings**

6.3.1 **Quorum:** A quorum for all General Meetings will be 5% of all Voting Members.

6.3.2 **Attendance by the Public:** General Meetings of the League are open to the public. A majority of the Members present may ask any persons who are not Members or Members not in good standing to leave.

6.3.3 **Failure to Reach Quorum:** The President cancels the General Meeting if a quorum is not present within one-quarter (1/4) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-quarter (1/4) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **6.3.4 Chair**

6.3.4.1 The President chairs every General Meeting of the League. The Vice-President chairs in the absence of the President.

6.3.4.2 If neither the President nor the Vice-President is present within one quarter (1/4) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

#### **6.3.5 Voting**

6.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting, unless there is a request for the vote to be conducted by ballot. A ballot is used for elections that are contested and if at least five (5) voting Members request it.

6.3.5.2 The Chair does not have a second or deciding vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

6.3.5.3 A Voting Member may not vote by proxy.

6.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

6.3.5.5 The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

#### **6.3.6 Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

### **6.4 Special Resolution:**

6.4.1 A special resolution will be required for all Bylaw Revisions, financial matters over \$100,000, or other major issue as specified in these Bylaws, or at the discretion of the Board of Directors.

6.4.2 "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote and 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.

### **6.5 Written Resolution of All the Voting Members:**



All Voting Members may agree to and sign a resolution, including a Special Resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**

**7.1 The Registered Office** The Registered Office of the League is located at 6112-113 Avenue Edmonton, Alberta Canada T5W 4C2. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the League ends on March 31 of each year.

7.2.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two Members of the League not currently serving on the board, elected for that purpose at the Annual General Meeting of the previous year. A complete and proper statement of the standing of the books will be presented by the Auditor / Members of the league at each Annual General Meeting.

### **7.3 Seal of the League**

7.3.1 The use, care, and safekeeping of the seal of the League will be the responsibility of the Secretary, unless the Board decides otherwise.

7.3.2 The Seal of the League will be affixed to documents and instruments when required by law or convention.

### **7.4 Cheques and Contracts of the League**

7.4.1 The designated Executive Committee Members may sign all cheques drawn on the monies of the League. Two signatures are required on all cheques.

7.4.2 No two members of the same household will be signing authorities.

7.4.3 All contracts of the League must be signed by the Executive Committee Member or other persons authorized to do so by resolution of the Board.

### **7.5 The Keeping and Inspection of the Books and Records of the League**

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the League, the Board and the Executive Committee. The original Minute Books will be kept at the Registered Office of the League.

7.5.2 The Board retains and files all necessary books and records of the League as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.3 A Member wishing to inspect the books or records of the League must give reasonable notice to the President or the Secretary of the League of their intention to do so.

7.5.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the League, during normal business hours.

7.5.5 All financial records of the League are open for such inspection by the Members.

7.5.6 Other records of the League are also open for inspection, except for records that the Board designates as confidential.

### **7.6 Borrowing Powers**

7.6.1 The League may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The League may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the League.

### **7.7 Payments**

7.7.1 No Member or Director of the League receives any payment for his services as a Member or Director, unless an honorarium for exceptional duties - defined as doing a job that someone else had been paid for - is authorized by the membership at a General Meeting.

#### **7.8 Protection and Indemnity of Directors**

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

7.8.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the League. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the League, unless the act is fraud, dishonesty or bad faith.

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

#### **7.9 Amendments to the Bylaws**

7.9.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution as set out in Article 6.4.

7.9.2 Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a General Meeting.

#### **7.10 Dissolution**

Upon dissolution of the Society there remains after the satisfaction of all of its just debts and liabilities any property whatsoever 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 real property will pass to the City of Edmonton, pursuant to the Tripartite Licence Agreement.

#### **7.11 Parliamentary Authority**

The rules contained in "Robert's Rules of Order," in its most current edition, will 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.

#### **7.12 Legal Framework**

The League operates under the laws of the Province of Alberta and the Statutes of Canada.

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