



Highlands Community League

FINAL BYLAWS - May 2024

Approved at Membership May 25, 2024

Accepted by Corporate Registries January 23, 2025

Highlands Community League Bylaws

The Highlands Community League was established in 1921 following the development of the Highlands community to provide education, recreation, and governance opportunities to residents of Highlands. The League honours the legacy and history of those who have served the League over the last century and for centuries to come. As a member of the Edmonton Federation of Community Leagues, the Highlands Community League strives to enhance the community for all members (see Appendix A for League Objectives). These bylaws serve to provide formal governance structures and guide the Highlands Community League forward in the spirit of community. We recognize the importance of connection and belonging to all residents of Highlands for their well-being, and we strive to promote inclusiveness and welcoming of all those who call this neighbourhood home.

1. Name

The name of the society shall be Highlands Community League and is referred to hereinafter as “the League”.

2. Definitions

- 2.1. **Board** means the Board of Directors of this League as described in Article 8.
- 2.2. **Board Executive** made up of the President, Vice-President, Treasurer, Secretary, and Past President who are currently on the League’s Board.
- 2.3. **Bylaws** means these bylaws as amended from time to time.
- 2.4. **General Meeting** means an Annual General Meeting or a Special General Meeting.
- 2.5. **Member** means a Member in Good Standing of the League.
- 2.6. **Special Resolution** means a resolution passed at any general meeting for which 21 days’ notice has been provided, requiring a (3/4) majority vote of the membership present. A special resolution will be required for any revisions to the League bylaws or objects, dissolution or issuing debentures, or other significant financial matters stated in bylaw or policy.
- 2.7. **Voting Member** means a Member entitled to vote at the meetings of the League.

3. Boundaries

The League area will be bounded on the north side by 118 Avenue, on the south by the North bank of the North Saskatchewan River, on the east by 50th Street, and on the west by 67th Street.

4. Membership

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

- 4.1.1. Voting members include any adult who has paid the membership fee of the League within the current membership year, who lives within the boundary defined in Article 3, AND who has submitted a completed “Member Registration Form” to the League’s Board of Directors.
- 4.2. There will be the following categories of membership:
 - 4.2.1. Family memberships may be granted to any group residing in one household acting as a family unit with a maximum of two votes per household.
 - 4.2.2. Adult membership may be granted to any person between the age of 18-64 with one vote per adult membership.
 - 4.2.3. Senior membership may be granted to any member of the community at the age of 65 or over with one vote per senior membership.
 - 4.2.4. Honorary life membership may be granted to individuals who have contributed to the organization in an outstanding way. Individuals may be nominated for honorary membership by Special Resolution at any General Meeting. Honorary memberships have all the same rights and privileges as other memberships but do not expire with time.
 - 4.2.5. Associate members may be granted to any non-resident person who wishes to support the League, has submitted a completed “Member Registration Form,” and paid the required membership fee to the League Board of Directors. Associate members are non-voting members.
- 4.3. Membership may be terminated by the Member submitting a request in writing to the Board of Directors that their Membership be terminated.
- 4.4. A Member of the League is entitled to participate in all of the League’s programs; receive notice of general meetings of the League; vote at all general meetings; and attend Board of Directors meetings as an observer.
 - 4.4.1. Members must exhibit reasonable behavior at all meetings they attend and may be removed from the meetings at the Board’s discretion.
 - 4.4.2. A majority of the Board Members present may ask any persons who are not Members or Members not in good standing to leave.
- 4.5. A Member in Good Standing
 - A Member in Good Standing is a member who:
 - a. has paid membership fees or other required fees to the League;
 - b. has no financial obligations to the League; and
 - c. has not been expelled as a Member as provided for under Article 4.7.

- 4.6. Membership fees will be determined each year by the board.
 - 4.6.1. The membership year will be from September 1 to August 31 of each year.
 - 4.6.2. Membership fees for each category is set by the board.
 - 4.6.3. Membership fees may be set at different amounts for subcategories of memberships.
 - 4.6.4. Membership fees may be reduced or waived for members in instances where cost is a barrier to obtaining a membership.
 - 4.6.5. All board of directors will receive a free membership while they serve on the board.
 - 4.6.6. No refund will be issued unless an error has occurred and is the fault of the League.
- 4.7. A Member of the League may be a declared Member Not in Good Standing for conduct harmful to the League, or its purposes, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at general meetings (Annual and Special) 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.
- 4.8. A Member of the League may be Expelled from the Membership of the organization by special resolution of the Board of Directors for actions that are harmful to the League or its purposes.
 - 4.8.1. Members of the League who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote, and notice of the result of the vote within forty-eight (48) hours of the vote.
 - 4.8.2. Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.
 - 4.8.3. Expelled members have the right to appeal through the dispute resolution process in Article 20.

5. General Meetings (Annual or Special)

- 5.1. The Quorum at a general meeting for the League shall be 20 voting members of the League at the time of the general meeting.

- 5.2. All registered members of the League are entitled to vote on all matters at general meetings, provided they are present at the meeting.
- 5.3. Votes, except for contested elections, will be taken by a show of hands, and voting by proxy will not be permitted. Contested elections will be decided by secret ballot.
- 5.4. The Board may determine that a General Meeting will be held entirely or in part by means of a virtual meeting.
 - 5.4.1. 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.
 - 5.4.2. Directors participating are considered present for the meeting.
 - 5.4.3. 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 League shall be held within six (6) months of the financial year-end. The date, time, and place are determined by the Board of Directors.
- 6.2. Notice of the Annual 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.
- 6.3. 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
- 6.4. The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership with the meeting notification. The agenda shall include, at a minimum,
 - an annual reports as decided by the Board Executive (this may include annual reports of standing or ad hoc committees, executive officers, and the president);
 - a presentation of the financials of the organization (as detailed in clause),

- appointment of the auditors for the next financial year (as detailed in clause), and
- the election of Board members to fill vacant Board positions (as detailed in clause).

7. Special General Meetings

- 7.1. A Special General Meeting may be called in one of the following 3 ways:
- a. at the discretion of the Board President, OR
 - b. with a letter signed by a minimum of 5 Board members, OR
 - c. with a letter signed by a minimum of 20% of the Voting Members
- 7.2. Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting, an agenda, and the motion(s) intended to be submitted.

8. Duties and Election of the Board of Directors

- 8.1. The Board will have full control and management of the affairs of the League. This management is subject to the bylaws and policies of the League as well as any resolutions passed at a General Meeting or Board Meeting of the League.
- 8.2. The League shall be governed by a Board of Directors consisting of not less than seven (7) and not more than sixteen (16) Directors.
- 8.3. The Board will include a President, Vice-President, Treasurer, Secretary, and Past-President, and other Directors as determined by the Board. Directors may include but are not limited to; Programs, Events, Civics, Soccer, Membership, Communications, Facilities, and others as determined by the Board.
- 8.3.1. The President will:
- preside over all meetings of the League 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 League;
 - be a signing authority; and
 - act as the official spokesperson of the League or appoint a designate;
 - be a member of the Executive Committee manage reporting to the rest of the organization; and
 - and manage staff according to Board directives.

- 8.3.2. The Vice President will:

- preside at any meetings the President is absent from;
- assume any duties from the President as required;
- act as a signing authority;
- be responsible for the annual review of the Bylaws, Policies and Procedures; and
- be a member of the Executive Committee.

8.3.3. The Secretary will:

- attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same;
- keep the corporate seal;
- file the annual returns and changes in the directors of the organization, amendments to the bylaws, and other incorporating documents with the Corporate Registries;
- with the president, will create meeting agendas and ensure reports are submitted;
- be responsible for the minutes and meeting notice distribution;
- be responsible for keeping and maintaining the minutes and other records;
- have charge of all correspondence of the League under the direction of the President and the Board;
- act as a signing authority; and
- be a member of the Executive Committee.

8.3.4. The Treasurer will:

- ensure that the books of account of the League and financial records are properly kept;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing receipts, and payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts;
- report the financial standing at every Board meeting;
- responsible for the supervision of the bookkeeper;
- 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 League;

- recommend, in conjunction with the President, an Annual Budget to the Board of Directors;
 - act as a signing authority for the League; and
 - be a member of the Executive Committee.
- 8.3.5. The Past-President will;
- assume Ad Hoc duties at the discretion of the Board; and
 - be a member of the Executive Committee,
- 8.4. The Board of Directors shall be appointed or elected at the Annual General Meeting of the League by the voting members. In order to be appointed or elected to the Board of Directors, a candidate must be a member of the League and not refuse the appointment or nomination. If multiple people are interested in a position, the position will go to the person who received the majority votes by those present at the Annual General Meeting. Additional Directors may be elected or appointed to the Board by the Directors, as need requires.
- 8.4.1. Any positions on the Board not filled at the Annual General Meeting may be filled by a majority vote of the Board.
- 8.4.2. 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 Bylaws, 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.
- 8.5. A person elected becomes a director if they were present at the meeting when being elected, and did not refuse the nomination. They may also become a director if they were not present at the meeting but consented in writing to act as a director before the election.
- 8.6. A Director elected at the Annual General Meeting shall assume office as of the next Board Meeting following the election.
- 8.7. The Board may appoint additional Directors, provided that the number of Directors does not exceed sixteen (16). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing Directors on the Board. Any Director who is appointed by the Board must have their appointment ratified at the next general meeting of the League. A person so appointed assumes office
- 8.8. The term of office of a Director shall be a maximum of two (2) years from the date that they assume office. A member who has served three (3) consecutive terms as a Director must remain off the Board of Directors for a period of one (1) year before seeking re-election to the Board. In the case that no other member will accept a nomination and that efforts have been made to secure a suitable candidate, a resolution can be made to nominate an officer for an additional term.

- 8.9. Directors will hold office for two years:
- 8.9.1. Elections for the positions of President, Secretary and four Directors-at-Large (i.e Membership, Events, Volunteer, Casino) will be held in even-numbered years.
 - 8.9.2. Elections for the positions of Vice-President, Treasurer and four Directors-at-Large (i.e Communications, Programs, Civics, Facilities) will be held in odd-numbered years.
- 8.10. 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.
- 8.11. Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.
- 8.12. The Board of Directors may remove any Director from office if he/she is absent for any three (3) consecutive meetings without regrets.
- 8.13. A Director may be removed from the Board by a motion with two-thirds ($\geq \frac{2}{3}$) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.
- 8.14. In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term upon a majority vote of the Board. Such an appointment is to be ratified at the next general meeting of the league. The person appointed will hold office for the remainder of the position term.
- 8.14.1. 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.
- 8.15. No Board member will receive payment for their services. A Board Member may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the League.
- 8.16. Members of the board are required to comply and sign the League's Code of Conduct Agreement (see Appendix B).
- 8.17. Members of the board may be required to submit a criminal record check depending on the nature of their position. Positions that require include those that have signing authority on any league financial accounts or that work with directly with vulnerable individuals (children, seniors, etc.).

9. Board Meetings

- 9.1. The Board of Directors shall meet once per calendar month at least ten (10) times per year. Notice of a meeting shall be given to Directors a minimum of seven (7) days before the meeting unless the majority of directors agree to abridge the notice period.
- 9.2. Quorum for a meeting of the Board of Directors shall be a majority of the Board Members, two (2) of which must be Executives.
- 9.3. The Board of Directors may determine the rules of order which shall govern its meetings.
- 9.4. Voting at Board meetings shall be by show of hands unless two (2) board members request a secret ballot.
 - 9.4.1. A secret ballot will be used for all contested elections of officers and director positions.
- 9.5. Directors cannot vote on a motion if they have a conflict of interest. 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.
- 9.6. 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.
- 9.7. Directors may hold in-camera meetings or sessions of the meeting to protect privacy and confidentiality to discuss matters of a sensitive nature, where it may impact the perception or reputation of an individual, including but not limited to: internal board governance, conduct of directors, officers or members, and issues requiring discrete direction and advice (such as litigation or staff performance). A motion must be passed before moving into in-camera.
- 9.8. Special Board Meeting: The President will, upon receipt of a written request signed by a majority of the Board of Directors, call a Special Meeting of the Board of Directors within 14 days of receipt of the request. At least 7 days' notice will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.
- 9.9. The Board may determine that a Board Meeting will be held entirely or in part by means of a virtual meeting.
 - 9.9.1. 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.

- 9.9.2. Directors participating are considered present for the meeting.
- 9.9.3. If secret ballot voting is required, support for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for such a meeting.
- 9.10. When deemed necessary the President may instigate an electronic (email) vote. The President would initiate the email outlining the issue and requesting a vote. The first to reply would be considered the 2nd of the motion. The President would tally votes and declare the results via email. These electronic votes will then be noted in the minutes of the next Board Meeting.

10. Committees

- 10.1. The League may, at its discretion, create Ad-Hoc Committees deemed necessary to conduct the League'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.
- 10.2. The League may, at its discretion, create Standing Committees as may be deemed necessary to conduct the League'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.
- 10.3. The Executive Committee of the League will consist of the President, the Vice-President, the Secretary, the Treasurer, and the Past-President.
 - 10.3.1. The Executive Committee shall meet at the discretion of the President or at the request of any two (2) other members of the Executive Committee. They may request in writing that the President call a meeting and state the business of the meeting.
 - 10.3.2. Notice of the meeting shall be given at least seven (7) days before the meeting unless all members of the Executive Committee agree to abridge the notice period.
 - 10.3.3. The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.
 - 10.3.4. The Executive Committee may act only in situations that cannot wait until the next Board meeting and such decisions must be ratified at the next Board of Directors meeting;

11. Auditing

- 11.1. Each year, the Board shall recommend to the membership one of the following audits. At a minimum, the following are to be completed:
 - a. A full Review Engagement by qualified professional accountants selected by the Board must be carried out at least every three (3) years, but may be carried out more frequently on an annual basis.
 - b. In years when a Review Engagement is not conducted, the books of account shall be reviewed (audited) by two Members of the Community League who do not currently sit on the Board and have not had signing authority within the previous two (2) calendar years. These persons shall have some knowledge of financial practices, are selected by the Board and confirmed by the members at the Annual General Meeting following the Financial Report.
- 11.2. The auditor(s) will submit a complete and proper statement of the standing of the books for the previous year(s) at the Annual General Meeting.
- 11.3. The fiscal year will end on March 31.
- 11.4. 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 member at the Annual General Meeting, or at any time upon giving 14 days notice and arranging a time satisfactory to the Director(s) in charge of the records. The Board Executives and Directors will at all times have reasonable access to such books and records.

13. Financials

- 13.1. The Board of Directors 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.
- 13.2. 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.
- 13.3. All bills, notes, cheques, debentures, and other papers and documents that pertain to the finances of the League will be signed by two of the signing authorities commonly the Treasurer, Secretary, President and Vice-President, who have been granted signing authority by resolution of the Board of Directors.

- 13.3.1. No two members of the same household will be signing authorities. Also, no signing authority will sign a cheque where they are the payee.
- 13.3.2. Board Members with signing authority are required to submit a criminal record check before obtaining signing authority on any league financial accounts.
- 13.4. Any contract or other legal document relating to the business of League must be signed by a member of the Board Executive.
- 13.5. The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business.
- 13.6. The Annual Budget will be submitted by the Treasurer to the Board for approval by the Board of Directors. The Annual Budget will be presented to the members at the Annual General Meeting or at a General Meeting, and will be circulated to the members with the Notice of the General Meeting.
- 13.7. The League may, by a Special Resolution, borrow, raise or secure the payment of money,
- 13.8. Before requesting authorization to incur organizational debt, the Board shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.
- 13.9. Debt incurred by the organization is restricted in use to the plan outlined in clause 13.8. Amendments to the use of debt 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 League will be the responsibility of the Secretary unless otherwise determined by the board, and it will be used only when authorized by a resolution of the Board of Directors, 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 at a Special General, or Annual General Meeting with 21 days' notice in writing.
- 15.2. Any proposed changes must be reviewed by the Board of Directors before being presented at a General, Special General, or Annual General Meeting.

16. Dissolution

- 16.1. The League may be dissolved by a Special Resolution, passed at a Special General Meeting of the League, called for the express purpose of considering dissolution.
- 16.2. Upon dissolution, pending any contractual obligations, the property of the League shall be distributed to the Edmonton Federation of Community Leagues who will hold the assets in trust for any Community League that may emerge in the boundaries of the League.

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 or Officer holds office with protection from the League. The League indemnifies each Director or Officer against all costs or charges that result from any act done in their role. The League does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 18.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or Last wrongful act of any person, firm or corporation dealing with the League.
- 18.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers 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 of Directors has the authority to decide which interpretation will be used.

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 Society and its Directors or its Officers, or

- c. the Society or its Directors or its Officers and either
 - i. a member, or
 - ii. a former member who was a member within the previous 24 months.
- 20.3. If you would like to report a complaint, a mandatory cooling off period of 24 hours subsequent to the event must be observed before sending any complaint. All questions and comments must follow this chain below.
 - a. Direct between the two parties
 - b. Written appeal to the board and/or appropriate committee for decision
- 20.4. Members are obligated to comply with the society's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the society's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

Appendix B: Code of Conduct Agreement for Board Members

All Board members will:

- Represent the best interests of the Highlands Community League and its members, placing this over and above their own personal and professional interests;
- Respect the confidentiality of information received in the course of Board meetings and activities;
- Declare all potential conflicts of interest and refrain from discussion and voting when applicable;
- Recognize others who contribute to the success of the organization and its activities;
- Speak on behalf of the association only when designated by the President or the Board as a whole;
- Adopt clear, documented processes and equal access to information;
- Not use their individual authority when dealing on an individual basis with staff or volunteers;
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise;
- Treat staff and fellow Board members with respect and listen to their points of view;
- Participate in Board meetings and stay informed about developments and issues relevant to Board operations;
- Acknowledge that perception is powerful in all public communications in online forums and that unacceptable, racist, misogynist, bigoted views you may share in public forums currently or in the past as an individual can reflect on the League and force its Board to take action to distance itself from these comments, including your removal from the Board;
- Agree to provide the League access to all accounts and files created to carry out League business (including email, social media, and other digital platforms);
- Ensure that all communication in your role as a board member is professional and represents the views of the Board. This includes correspondence over League emails, text on the website, and any comments on the League's Facebook page, Twitter feed, Instagram feed, or other social media platforms;
- Ensure personal communication online and in person respects the confidentiality of board proceedings and where applicable state "my opinion does not represent the opinion of the League";
- Acquaint yourself with governing legislation that affects your board position (this may include privacy legislation);

I have read this Code of Conduct and agree to abide by it.

Name (Print)

Date

Signature