

# BELMEAD COMMUNITY LEAGUE

## BYLAWS

### ARTICLE 1 - DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In these Bylaws:

- (a) **Act** means the Societies Act.
- (b) **Annual General Meeting** means the annual general meeting described in Article 5.1 which may also be known or referred to as the AGM.
- (c) **Board** means the Board of Directors of this League.
- (d) **Boundaries** means that portion of the City of Edmonton: South of 95<sup>th</sup> Avenue, North of 87<sup>th</sup> Avenue, West of 178<sup>th</sup> Street to Anthony Henday Drive.
- (e) **Business Day** means a day on which banks are open for business in Edmonton, Alberta but does not include a Saturday, Sunday or statutory holiday in Alberta.
- (f) **Bylaws** means the Bylaws of this League as amended.
- (g) **Director** means any member elected or appointed to the Board. This includes the President and the immediate Past President.
- (h) **Fiscal Year** means the fiscal period adopted from time to time by the Board.
- (i) **General Meeting** means the Annual General Meeting or a Special General Meeting.
- (j) **Household'** means the individuals residing at a single municipal address and, where there is more than one residential housing unit at a municipal address, means the individuals residing at each residential housing unit at that address.
- (k) **League** means the Belmead Community League which may also be known or referred to as BCL.
- (l) **Member** means an individual who has joined the League in the manner provided in section 3.3 and whose membership remains in good standing.
- (m) **Membership Year** means the fiscal period adopted from time to time by the Board.
- (n) **Officer** means the President, Vice-President, Secretary and Treasurer. No more than 50% of the Officers may hold associate or honorary membership. .
- (o) **Registered Office** means the registered office for the League.
- (p) **Register of Members** means the register maintained by the Board containing the names of the Members of the League.
- (q) **Special Meeting** means the Special General Meeting described in Article 5.2.
- (r) **Special Resolution** means a resolution passed at a General Meeting of the membership of this League with an approval by 75% of the voting Members who vote in person.
- (s) **Spouse** means the husband, wife or other equivalent life partner of an individual.
- (t) **Voting Member** means a Member entitled to vote at the meetings of the League.

#### 1.2 Gender/Number

Words importing the singular number only shall include the plural and vice versa and words importing the use of any gender shall include both genders.

- 1.3 Headings:** the article and section headings are included for convenience of reference only and shall not constitute a part of these bylaws for any other purpose.
- 1.4 Business Days**  
If any act is required to be done, any notice is required to be given or any period of time is to expire in these bylaws on any day that is not a Business Day, such act shall be required to be done or notice shall be required to be given or time shall expire on the next succeeding Business Day.
- 1.5 Liberal Interpretation**  
These Bylaws must be interpreted broadly and generously.

## **ARTICLE 2 - OBJECTS OF THE LEAGUE**

### **2.1 Objects of the League**

- 2.1.1 To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
- 2.1.2 To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
- 2.1.3 To encourage and promote amateur games and exercises.
- 2.1.4 To provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
- 2.1.5 To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking among its members.
- 2.1.6 To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
- 2.1.7 To establish and maintain a library and reading room.
- 2.1.8 To provide all necessary equipment and furniture for carrying on its various objects.
- 2.1.9 To provide a centre and suitable meeting place for the various activities of the community.
- 2.1.10 Generally, to encourage and foster and develop among its members a recognition of the importance of agriculture in the national life.
- 2.1.11 To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Classification of Members**

There are four categories of Members:

- (a) Full Members
- (b) Associate Members
- (c) Life Members
- (d) Honourary Members
- 3.1.1 Full Members  
To become a Full Member, an individual or household must:
- (a) reside within the League's area;
- (b) provide name(s), full mailing address, phone number and email address; and
- (c) pay the annual membership fees for Full Members.
- 3.1.2 Associate Members  
To become an Associate Member, an individual or household must:

- (a) reside outside the League's area;
- (b) provide name(s), full mailing address, phone number and email address;
- (c) be admitted by the Board; and
- (d) pay the annual membership fees for Associate Members.

**3.1.3 Life Members**

To become a Life Member, an individual must:

- (a) have been a Full Member for at least ten (10) consecutive years;
- (b) be 65 years or older;
- (c) provide name(s), full mailing address, phone number, email address; and
- (d) apply to the Board to become a Life Member.

**3.1.4 Honourary Members**

An individual may become a Honourary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the League or its objects.

**3.2 Household**

A Member's membership entitles that Member's Spouse and the children (but not children and parents) of that Member and that Member's Spouse living in the same Household to enjoy the rights of Members provided for in section 3.5, except that only one vote may be cast for each membership at a Members Meeting.

**3.3 Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

**3.4 Membership Fees**

**3.4.1 Membership Year**

The membership year is September 1 to August 31.

**3.4.2 Setting Membership Fees**

The Board shall levy an annual membership fee for each category of Member.

**3.4.3 Expiry of Membership**

Memberships, with the exception of Life and Honourary memberships, automatically expire at the end of the membership year.

**3.5 Rights and Privileges of Members**

**3.5.1 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.

**3.5.2 Voting Members**

The only Members who can vote at meetings of the League are:

- (a) Full Members in good standing who are at least eighteen (18) years old;
- (b) Associate Members in good standing who are at least eighteen (18) years old; and
- (c) Life Members in good standing.

**3.5.3 Number of Votes**

A Voting Member is entitled to one (1) vote at a meeting of the League. A member composed of a Household is entitled to one (1) vote at a meeting of the League.

**3.5.4 Member In Good Standing**

A Member is in good standing when:

- (a) the Member has paid membership fees or other required fees to the League;
- (b) the member has provided name(s), full mailing address, phone number, email address; and
- (c) the Member is not suspended as a Member as provided for under Article 3.6.

- 3.6 **Suspension of Membership**
- 3.6.1 **Decision to Suspend**  
The Board, at a Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:
- (a) if the Member has failed to abide by the Bylaws;
  - (b) if the Member has been disloyal to the League;
  - (c) if the Member has disrupted meetings or functions of the League; or
  - (d) if the Member has done or failed to do anything judged to be harmful to the League.
- 3.6.2 **Notice to the Member**
- 3.6.2.1 The affected Member will receive written notice of the Board's intention whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- 3.6.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the League. The notice may also be delivered by an Officer of the Board.
- 3.6.2.3 The notice will state the reasons why suspension is being considered.
- 3.6.3 **Decision of the Board**
- 3.6.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 3.6.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- 3.6.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.6.3.4 The decision of the Board is final.
- 3.7 **Termination of Membership**
- 3.7.1 **Resignation**
- 3.7.1.1 Any Member may resign from the League by sending or delivering a written notice to the Secretary or President of the League.
- 3.7.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
- 3.7.2 **Death**  
The membership of a Member is ended upon his death.
- 3.7.3 **Expulsion**  
The Board may terminate the membership of a Member only:
- (a) if the Member has been given seven days notice of the Board meeting at which the motion to terminate that Member's membership is to be voted upon together with a complete description of the reasons for that Member's termination;
  - (b) the reason for that Member's termination is that Member's conduct or activities being contrary to the objects or the continuing functions of the League in accordance with its objects, or both.
- 3.8 **Non-transferable**  
Memberships are not transferable.
- 3.9 **Other Classes of Membership**  
The Board may create other classes of membership from time to time, provided that no class of membership shall be created which permits a Member holding that class of membership to vote at a Members meeting unless that Member has paid the annual membership fee.
- 3.10 **Continued Liability for Debts Due**  
Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the League at the date of ceasing to be a Member.

### **3.11 Limitation on the Liability of Members**

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

## **ARTICLE 4 - MEETINGS OF THE LEAGUE**

### **4.1 Notice**

At least twenty one (21) days notice of any annual or special general meeting shall be given by the Secretary. Notice of a special general meeting shall describe the business, including any special resolutions, to be brought before the meeting.

### **4.2 Annual General Meeting**

The League shall hold an Annual General Meeting no later than May 31 of each calendar year, in Edmonton, Alberta at which meeting the Members shall:

- (a) elect a President and at least six other Directors to serve until the next annual general meeting;
- (b) appoint the Auditor to serve for the ensuing Fiscal Year;
- (c) review the most recent financial statements for the League;
- (d) deal with any other business described in the notice of the meeting.

Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms. The President can only serve for a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

### **4.3 Special General Meeting**

A special general meeting is any meeting of the Members other than an annual general meeting. A special general meeting may be called at any time by the Board as it sees fit and shall be called on the written request of at least one-half (1/2) of the Directors stating the purpose of the special general meeting and providing the text of any resolution intended to be made at the special general meeting and shall be called on the written request of at least 10% of the Members stating the purpose of the special general meeting and providing the text of any resolution intended to be made at the special general meeting. The Special General Meeting must be held within 30 days of the receipt of the written notice.

### **4.4 Quorum**

Attendance by 10% of the Members shall constitute quorum at any annual or special general meeting. If a quorum is not present within one half hour of the time of the meeting, the meeting shall be adjourned until the same time on the date one week following the cancelled meeting at such place as the Chairman of the cancelled meeting advises at the time of the cancellation. If a quorum is not present within one half hour after the time of the following meeting, the meeting may proceed with those Members present who shall constitute a quorum for that meeting.

### **4.5 Proceedings**

The President, or in the absence of the President, the Vice-President shall chair the Members meeting. In the absence of the President and the Vice-President, the Members shall choose a Chairman.

Members meetings are open to the public. Non-members in attendance may speak only if the Chairman permits them to do so and have no vote. A majority of the Members present may ask any persons who are not Members to leave.

The Chairman may ask any person interrupting the proceedings to leave, and may adjourn any meeting at which anyone interrupting the proceedings continues to do so after being requested to leave without the necessity of consent of the Members present.

The President may adjourn any general meeting with the consent of the Members present and no further notice of the meeting need to be given provided the continuation of the meeting takes place at a fixed time and place set at the time of the adjournment which is no more than thirty (30) days from the date of the adjournment and no business is conducted other than the unfinished business from the meeting so adjourned.

**4.6 Voting**

Voting shall be by show of hands except when three Members demand a ballot. A Member may demand a ballot either before or on the declaration of the result of a vote by show of hands. The Chair does not have a vote except for a casting vote in the case of a tie vote. If the Chair chooses to abstain, the motion is defeated as a tie vote.

**4.7 Proxies**

Only Members present in person can vote at Members meetings; proxies are not permitted.

**ARTICLE 5 - BOARD**

**5.1 Management**

The Board shall have full control and management of the affairs of the League. The Board may hire staff deemed necessary to carry out operational and management functions under the direction and supervision of the Board.

**5.2 Composition**

The Board consists of:

- (a) the President;
- (b) six (6) Directors-at-large elected at the Annual General Meeting from among the Voting Members; and
- (c) the immediate Past President.

**5.3 Resignation, Death or Removal of a Director**

- 5.3.1 A Director including the President and immediate Past President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 5.3.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
- 5.3.3 The office of any Director shall also be vacated if absent from three (3) consecutive meetings without good cause at the option of the Board.
- 5.3.4 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. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

**5.4 Meetings of the Board**

- 5.4.1 The Board holds at least nine (9) meetings each year.
- 5.4.2 The President or his delegate calls the meetings. The President or his delegate also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.4.3 Three (3) days' notice for Board meetings is given to each Board Member. Meetings may be held without notice if a quorum of the Board is present, provided that any business transacted at such a meeting shall be ratified at the next regularly called meeting of the Board; otherwise the business transacted at the meeting held without notice shall be of no effect.
- 5.4.4 At any Board meeting, at least one half (1/2) of the filled Board positions is a quorum. If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum.
- 5.4.5 Each Director (excluding the Chair and the Past President), has one (1) vote. The Chair does not have a vote except for a casting vote in the case of a tie vote. If the Chair chooses to abstain the motion is defeated as a tie vote.
- 5.4.6 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.
- 5.4.7 If all Directors agree to and sign a 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.

- 5.4.8 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.4.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.4.10 A Director may waive formal notice of a meeting.

## **ARTICLE 6 - OFFICERS**

At the first Board meeting after the Annual General Meeting, the Board shall elect Officers from among the Directors except the President for the following year. The Officers hold office until re-elected or until a successor is elected. Directors shall not have a family, common law or business relationship with each other.

### **6.1 President**

The President is a Director and shall be ex officio a member of all committees. The President shall be the Chief Executive Officer and spokesman for the League and shall supervise the affairs of the League.

### **6.2 Vice-President**

The Vice-President shall be a Director and presides at meetings in the President's absence and replaces the President at various functions when asked to do so by the President or the Board. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.

### **6.3 Secretary**

The Secretary shall be a Director and shall have charge of the seal of the League. The Secretary shall attend all meetings of the Members and of the Board and maintain accurate minutes of those meetings, shall have charge of the League's correspondence, shall maintain the Register of Members and make all the filings and registrations required by the Act.

### **6.4 Treasurer**

The Treasurer shall be a Director. The Treasurer shall receive all monies paid to the League and be responsible for the deposit the same in the financial institution the Board directs. The Treasurer shall promptly account for the funds of the League and keep its books and financial records. The Treasurer shall present a detailed account of the League's receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual general meeting the audited financial statements of the League and submit a copy of the same to the Secretary for the records of the League. The Offices of the Secretary and the Treasurer may be filled by one person if an annual general meeting shall so decide.

### **6.5 Other Officers**

The Board may create offices and appoint persons to hold those offices, but such persons shall not be Directors unless they have been elected Directors at a Member's meeting.

### **6.6 Board Committees**

The Board may appoint committees to carry out activities as directed by the Board.

#### **6.6.1 General Procedures for Committees**

6.6.1.1 A Board Member chairs each committee created by the Board.

6.6.1.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees;
- provides reports to each Board meeting at the Board's request.

6.6.1.3 Three (3) days' notice is given to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.6.1.4 A majority of the committee members present at a meeting is a quorum.

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

## **6.7 Standing Committees**

The Board shall establish these standing committees:

- (a) Personnel Committee;
- (b) Nominating Committee;
- (c) Ad Hoc Committees; and
- (d) any other Standing Committees as required.

### **6.7.1 Personnel Committee**

- (a) consists of the President, who is the Chairperson, Treasurer and one (1) other Member appointed by the Board;
- (b) is responsible for:
  - recommending a job description, qualifications, and performance appraisal system for the paid positions in the League;
  - interviewing applicants for the paid positions of the League and recommending an appointment to the Board;
  - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
  - acting as a mediator for personnel problems;
  - recommending personnel policies for volunteers;
  - reporting on the year's activities at the Annual General Meeting; and
  - carrying out other duties assigned by the Board.

### **6.7.2 Nominating Committee**

- (a) consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
- (b) is responsible for:
  - preparing a slate of nominees for the President's position;
  - preparing a slate of nominees for each vacant Director position;
  - orienting new board members; and
  - presenting its recommendations to the Annual General Meeting.

### **6.7.3 Ad Hoc Committees**

The Board may establish Ad Hoc committees from time to time as needed to carry out designated activities. Terms of reference are required to establish an Ad Hoc Committee and should detail the following:

- name of the committee,
- purpose of the committee,
- chairmanship'
- timeline,
- details of specific project or task,
- reporting requirements,
- financial authority,
- how membership is established,
- record keeping,
- terms for winding up the committee.

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

### **7.1 Registered Office**

The Registered Office of the League is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **7.2 Finance and Auditing**

The fiscal year of the League ends on January 31 of each year. The books and accounts of the League shall be audited annually by two members of the board or a qualified accountant as the

Board may direct. A complete and proper statement of the standing of the League's books and accounts for each Fiscal Year shall be presented to the following annual general meeting.

**7.3 Seal of the League**

The Secretary has control and custody of the seal at the registered office, unless the Board decides otherwise. The Seal of the League can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

**7.4 Cheques and Contracts of the League**

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the League. Two signatures are required on all cheques.

7.4.1 Those with signing authority shall not have a family, common law or business relationship with each other.

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

**7.5 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 Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the League. This record contains minutes from all meetings of the League and the Board.

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

7.5.4 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 his intention to do so.

7.5.5 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.

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

7.5.7 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, Director or Officer of the League receives any payment for his services as a Member, Director or Officer.

7.7.2 Expenses exceeding \$200.00 incurred while carrying out duties of the League require Board approval for reimbursement.

7.7.3 The Board shall not be empowered to spend more than \$5,000.00 on any one (1) item or incur indebtedness of more than \$5,000.00 without the approval of a General Meeting.

**7.8 Protection and Indemnity of Directors and Officers**

7.8.1 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 his role for the League. The League does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 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 the bankruptcy, insolvency,

or wrongful act of any person, firm or corporation dealing with the League. No Director or Officer 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 or Officers can rely on the accuracy of any statement or report prepared by the League's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

#### **ARTICLE 8 – AMENDMENT OF BYLAWS**

These Bylaws shall not be rescinded, altered or added to except by Special Resolution, and the amendment has no effect until it has been registered pursuant to the Act.

#### **ARTICLE 9 – NOTICE**

##### **9.1 Means of Notice**

Any notice required by these Bylaws to be given to any Member, Officer or Director of the League may be transmitted by any method of delivery, including post mail, email, fax or hand delivery; in addition notice may be provided by publishing the same on at least two occasions in the league's newsletter or local newspapers, or partly one means and partly another, as the Board directs, to each Member at their addresses on the records of the League. Notices shall be deemed delivered to a postal address five days after posting and shall be deemed delivered to an electronic address the day following the date of transmission. A Member may change that Member's address for all purposes by written notice and all mail sent by the League to a Member at that Member's most recent address shall be deemed good and sufficient for all purposes.

##### **9.2 Omissions and Errors**

The accidental omission to give any notice or the non-receipt of any notice by any Member, Director, Officer or accountant or any error in any notice not affecting the substance thereof, does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon or prevent the holding of such meeting.

#### **ARTICLE 10 - ARBITRATION**

Any dispute arising out of the affairs of the League and between any Members of the League or between:

- (a) a Member or a person who is aggrieved and who has for not more than twelve months ceased to be a member; or
- (b) a person claiming through that Member or aggrieved person or claiming under these Bylaws;

and the League or a Director or Officer of the League shall, at the discretion of the Board, be decided by arbitration.

#### **ARTICLE 11 - DISTRIBUTING ASSETS AND DISSOLVING THE LEAGUE**

If the League is dissolved, any funds or assets remaining after paying all debts are to be paid evenly between St. Benedict School and Belmead School in Edmonton, Alberta. Should neither of these schools exist at the date of dissolution, the Board shall distribute the remaining funds or assets to any registered charitable organizations as it sees fit.

DATED at the City of Edmonton, in the Province of Alberta, this 28th day of March, 2006.