

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2016/02/08

The Bylaws are filed as of 2016/02/08

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Legal Entity Name: ELLERSLIE COMMUNITY LEAGUE ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 08/31

Annual Return

File Year	Date Filed
2015	2016/02/08
2014	2015/01/13
2013	2014/04/07

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Notice of Address	10000907108064522	2010/06/03
Bylaws	10000107108064521	2010/06/03
Nuans	10000707108064523	2010/06/03
Application	10000307108064520	2010/06/03
Audited Financial Statement	10000607111551747	2011/10/31
Annual Return Form	10000007111551750	2011/10/31
Notice of Address	10000907112525497	2012/08/14
Annual Return Form	10000007114952453	2012/11/30
Audited Financial Statement	10000807114952454	2012/11/30
Bylaws & Special Resolution	10000607114955608	2013/03/15
Audited Financial Statement	10000007118800064	2014/04/07
Annual Return Form	10000307118800067	2014/04/07
Audited Financial Statement	10000307120082791	2015/01/13
Annual Return Form	10000107120082787	2015/01/13
Audited Financial Statement	10000707123029992	2016/02/08

Annual Return Form	10000907123029991	2016/02/08
Bylaws & Special Resolution	10000507123029993	2016/02/08

Registration Authorized By: AMANDA GOULET
TREASURER

Ellerslie Community League
Box #145, 9218 Ellerslie Road SW
Edmonton, Alberta
T6X 0K6

Special Resolution

I hereby certify that the following special resolution was passed at the annual general meeting of the members of Ellerslie Community League Association on November 28, 2015.

The bylaws were changed as follows:

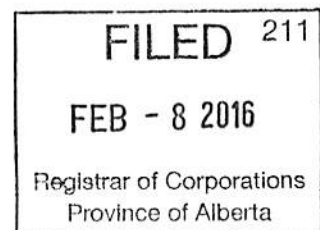
- The existing bylaws are repealed. They are replaced by the attached bylaws.

Date: January 26, 2016

Signature:

Manda Goulet

Title: Treasurer, Ellerslie Community League



Ellerslie Community League Association Bylaws



ARTICLE 1 - NAME

The name of the not-for-profit society is the Ellerslie Community League Association.

ARTICLE 2 – BOUNDARIES

The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows or otherwise, as may from time to time, be determined jointly by the League executive, the Edmonton Federation of Community Leagues and the City of Edmonton to reflect changes to named features: from the intersection point of 34 Street SW and Ellerslie Road (that is, 9 Avenue SW) west along Ellerslie Road to Gateway Boulevard, north along Gateway Boulevard to Anthony Henday Drive, east along Anthony Henday Drive to 34 Street SW, south along 34 Street SW to Ellerslie Road. All descriptions are assumed to follow the centre line of the indicated, with the median and directional lanes being considered as one, roadway. These boundaries shall not prohibit areas included in these boundaries separating from the community league in the future, provided the Edmonton Federation of Community Leagues recommended procedures for doing so are followed.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

In these Bylaws, the following words have these meanings.

- 3.1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.1.2 **Community League** means the Ellerslie Community League Association.
- 3.1.3 **AGM** means an annual general meeting, as described in Article 6.1.
- 3.1.4 **SGM** means a general meeting of the membership other than an Annual General Meeting, as described in Article 6.2.
- 3.1.5 **General Meeting** means any general meeting of the membership, which may also be an Annual General Meeting or a Special General Meeting.
- 3.1.6 **Board** means the Board of Directors of this Society.
- 3.1.7 **EFCL** means the Edmonton Federation of Community Leagues.
- 3.1.8 **MWPC** means the Millwoods Presidents' Council.
- 3.1.9 **Bylaws** means the Bylaws of this Society, including all approved amendments.
- 3.1.10 **Day** means one calendar day, including weekends and statutory holidays.
- 3.1.11 **Director** means any person elected or appointed to the Board. This includes the executive officers of the Society as described in Article 7.2 as well as directors appointed to the Board.
- 3.1.12 **Member** means a member of the Society as described in Article 5.
- 3.1.13 **Officer** means any Executive Officer listed in Article 7.2.
- 3.1.14 **In-camera** means that proceedings considered as such are closed and private. Only those parties who are required to attend in-camera proceedings may be present, and no discussion that takes place during an in-camera session may be recorded either in writing or by voice recorder. Only motions and recorded decisions will be recorded in the minutes of the proceeding.
- 3.1.15 **Registered Office** means the registered office for the Society.

- 3.1.16 **Register of members** means the register maintained by the Board of Directors containing the names of the members of the Society.
- 3.1.17 **Society** means the Ellerslie Community League Association.
- 3.1.18 **Special Resolution** means:
- 3.1.18.1 a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this resolution. The notice must state the proposed resolution. There must be approval by a majority of the voting members in attendance at the General Meeting.
- 3.1.19 **Voting member** means a member entitled to vote at the meetings of the Society.
- 3.1.20 **Audit** means an official examination of a society's financial record as per Alberta Registries.
- 3.1.21 **Mail** means any form of distribution to members including Canada Post delivery or electronic methods.

3.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 3.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 3.2.2 **Words in the masculine and feminine:** words indicating masculine also include the feminine and vice versa.
- 3.2.3 **Corporation:** words indicating persons also include corporations.
- 3.2.4 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 3.2.5 **Liberal Interpretation:** these Bylaws should be interpreted broadly.

ARTICLE 4 - OBJECTS OF THE SOCIETY

4.1 Objects of the Society:

The objects of the Society may be found in the incorporation document, a copy of which can be requested from Alberta Corporate Registries.

ARTICLE 5 - MEMBERSHIP

5.1 Classification of members

Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the community league. There are five categories of membership:

- 5.1.1 **Family members** reside in one household and act as a family unit.
- 5.1.2 **Senior members** over 60 years of age.
- 5.1.3 **Single member** any single adult person over the age of majority.
- 5.1.4 **Adult member** any couple residing in one household with no children.
- 5.1.5 **Honourary life member** may be conferred upon anyone who has provided service to the Community League for more than 10 years or has made significant, positive contributions to the League. Honourary life members will have voice but no vote at any Society meetings.

Any member of the Community League may nominate a member for honourary life

membership in writing. The nomination will be considered by the Board and presented to the membership for ratification at the next AGM or SGM. Ratification will be by simple majority vote.

- 5.1.6 **Associate member** is a non-voting member (any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league and who has first purchased a membership in their home league). Associate members will have voice but no vote at Society meetings.

5.2 Admission of members

Any individual may become a member in the appropriate category by meeting the requirements in Article 5.1. The individual will be entered as a member under the appropriate category in the Register of members.

5.3 Membership Fees

5.3.1 The membership year is September 1 to August 31.

5.3.2 The Board decides annual membership fees for each category of members at the Annual General Meeting.

5.3.3 The Board will consider the price of community league memberships as determined by the Edmonton Federation of Community Leagues (EFCL) as a factor when deciding on the annual membership fees for each category of members.

5.4 Rights and Privileges of members

5.4.1 **Any member** in good standing is entitled to:

- 5.4.1.1 receive notice of meetings of the Society;
- 5.4.1.2 attend any meeting of the Society;
- 5.4.1.3 vote on resolutions and motions at General Meetings of the Society;
- 5.4.1.4 speak at any meeting of the Society; and
- 5.4.1.5 exercise other rights and privileges given to members in these bylaws.

5.4.2 Voting members:

Only voting members, as defined below, can vote at meetings of the Society:

- 5.4.2.1 A household with one adult shall have one voting member, whether the membership is single, adult, family or senior.
- 5.4.2.2 A single membership shall only produce one voting member, regardless of the number of adults in the household.
- 5.4.2.3 A household with two adults shall have two voting members, whether the membership is family, adult or senior.
- 5.4.2.4 A family, adult or senior membership shall only produce two voting members maximum, regardless of the number of adults in the household.
- 5.4.2.5 Every voting member shall have one (1) vote at meetings of the Society.
- 5.4.2.6 A voting member must also be a member in good standing as defined in Article 5.4.3.
- 5.4.2.7 Honourary memberships and associate memberships will produce no voting members as per Articles 5.1.5 and 5.1.6.

5.4.3 Member In Good Standing:

A member in good standing is defined as a resident within the boundaries outlined

In Article 2 (other than an associate member) who:

5.4.3.1 has paid membership fees or other required fees to the Society; and

5.4.3.2 whose membership is not suspended as a member as per Article 5.5.

5.5 Suspension or expulsion of members

5.5.1 Decision to Suspend

The Board will be empowered to suspend or expel any member from membership or suspend or remove a Board member from office for one or more of the following reasons:

5.5.1.1 if the member has failed to abide by the Bylaws;

5.5.1.2 if the member has been disloyal to the Society;

5.5.1.3 if the member has disrupted meetings or functions of the Society; or

5.5.1.4 if the member has done or willfully failed to do anything, the impact of which is judged by the Board to be materially harmful to the Society.

5.5.2 Procedure for Consideration of Suspension

5.5.2.1 The Board shall consider a member or members for suspension when a motion is brought before the Board, moved and seconded by two Board members.

5.5.2.2 The motion before the Board shall be whether or not to proceed with a hearing to suspend the member(s) in question.

5.5.2.3 The Board may discuss the motion, and all discussions shall be considered in-camera.

5.5.2.4 The Board shall vote on the motion. A majority vote is required for the motion to be successful.

5.5.3 Notice to the member

5.5.3.1 The affected member(s) will receive written notice of the Board's intention to proceed with a hearing. The member(s) will receive at least seven (7) days notice before the proposed hearing date.

5.5.3.2 The notice will be sent by mail to the last known address of the member(s) shown in the records of the Society. The notice may also be delivered by an Executive Officer of the Board.

5.5.3.3 The notice will state the reasons why suspension is being considered and the length of time for the suspension.

5.5.4 Procedure for Hearing

5.5.4.1 Quorum for a hearing to consider suspension or expulsion from office or membership shall be 2/3 of the Board.

5.5.4.2 The hearing itself shall be considered in-camera.

5.5.4.3 The member(s) will have an opportunity to appear before the Board to address the matter. The Committee may allow one or more person(s) to accompany the member(s). Said person(s) may speak on the member'(s)' behalf.

5.5.4.4 The Board will determine how the matter will be dealt with, and may limit the time given the member to address the Board.

5.5.4.5 Other persons may be called before the Committee to provide evidence or testimony regarding the allegations under Article 5.5.1.

5.5.4.6 The President may not give evidence or testimony without first

relinquishing the chair to another Board member.

5.5.5 Decision of the Board

- 5.5.5.1 Following the hearing, the Board shall discuss the matter and render a decision.
- 5.5.5.2 The Board may exclude the member(s) from its discussion of the matter, including the deciding vote. This discussion is also considered in-camera.
- 5.5.5.3 The Board shall vote on whether or not to suspend the member(s) for the length of time specified in the notice. The decision to suspend must be supported by a majority vote of the Board. If the suspension relates to a board members, said board members will be exempt from the vote.
- 5.5.5.4 The decision of the Board is final.
- 5.5.5.5 The decision of the Board will be communicated to the member(s) by at least two members of the Board. Where such communication is not possible, a notice of suspension may be sent by registered mail to the last known address of the member(s) shown in the records of the Society, or delivered by an Executive Officer of the Board.
- 5.5.5.6 The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from three (3) consecutive meetings or five (5) total absences from meetings without regrets.
- 5.5.5.7 On passage of the Board decision, 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 name is removed from the Register of members.

5.6 Termination of membership

5.6.1 Resignation

- 5.6.1.1 Any member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- 5.6.1.2 The member may also issue a verbal resignation from the Society at a general meeting. The notice must be heard and accepted by an Executive Officer of the Board. Said acceptance may also be communicated verbally.
- 5.6.1.3 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.

5.6.2 Death

Membership is ended upon death.

5.6.3 Deemed Withdrawal

- 5.6.3.1 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.
- 5.6.3.2 In this case, 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 name is removed from the Register of Members.

5.7 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 Society.

5.8 Continued Liability for Debts Due

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

5.9 Limitation on the Liability of members

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

ARTICLE 6 - MEETINGS OF THE SOCIETY

6.1 The Annual General Meeting

6.1.1 **The Society** holds its Annual General Meeting between sixty (60) and one hundred fifty (150) days after the financial year-end for the presentation of the financial report and election of board members. The Board sets the place, day and time of the meeting.

6.1.2 **The Secretary** mails or delivers a notice to each member 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.

6.1.3 General notices of the meeting may also be posted on available street signs or placed in relevant publications. Such notices are not required to include items of business requiring a Special Resolution, but may do so if practicable.

6.1.4 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) adopting the minutes of the last Annual General Meeting;
- (b) considering and adopting the reports of board members;
- (c) reviewing and adopting the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- (d) appointing the auditors;
- (e) elections;
- (f) considering matters specified in the meeting notice.

6.1.5 Quorum

6.1.5.1 Quorum for Executive Committee meetings shall be at least three Executive Committee members.

6.1.5.2 Quorum for Board meetings shall be at least two (2) Executive Officers and fifty (50) percent of the current Directors of the Board.

6.1.5.3 Quorum for all Annual General or Special General Meetings other than the first AGM shall be ten voting members who are not part of the Board.

6.1.5.4 Quorum for the first AGM of the Society shall be ten adult residents of Ellerslie Heights and/or Ellerslie Crossing (Charlesworth).

6.2 Special General Meeting of the Society

6.2.1 Calling of 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 two-thirds (2/3) of the 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-half (1/2) 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 mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting. General notices may also be posted or placed as per Article 6.1.3.

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.

6.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (6.3.5.1).

6.3 Proceedings at the Annual or a Special General Meeting

6.3.1 Attendance by the Public: General Meetings of the Society are open to the public. A majority of the members present may ask any persons who are not members to leave.

6.3.2 Failure to Reach Quorum: The President or their designate may cancel the General Meeting if a quorum is not present within thirty (30) minutes after the set time. If cancelled, the Board may set a new date and time of no less than two (2) weeks after the original meeting. If the Board does not do so, then the meeting is rescheduled for the same time and place two (2) weeks later. If quorum is not achieved within thirty (30) minutes after the set time of the second meeting, the meeting will proceed with the members in attendance.

6.3.3 Presiding Officer

6.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

6.3.3.2 If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for a General Meeting, the members present may choose one (1) of the other Executive Officers to chair, provided that quorum has been reached.

6.3.4 Adjournment

6.3.4.1 The President may adjourn any General Meeting with the consent of the majority of the members at the meeting. The adjourned General Meeting

- conducts only the unfinished business from the initial Meeting.
- 6.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 6.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

6.3.5 Voting

- 6.3.5.1 Each voting member has one (1) vote, as per Article 5.4.2. A show of hands decides every vote at every General Meeting. A ballot is used if at least three (3) voting members request it.
- 6.3.5.2 The President or chair does not have a second or casting 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 simple majority of the votes of the voting members present decides each issue and resolution, unless the issue deals with a change to the Bylaws.
- 6.3.5.5 The President or 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.
- 6.3.5.6 Three (3) voting members may request a ballot vote. In such case, the President or the presiding executive officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 6.3.5.7 Members may withdraw their request for a ballot.
- 6.3.5.8 The President or chair decides any dispute on any vote. The President or chair decides in good faith, and this decision is final.

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.

ARTICLE 7 - THE GOVERNMENT OF THE SOCIETY

7.1 The Board of Directors

7.1.1 **Governance and Management of the Society:** The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

7.1.2 Powers and Duties of the Board:

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Hiring employees, for the efficient functioning of the league's business;
- (d) Regulating employees' duties and setting their salaries;

- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons from debts of the Society;
- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

7.1.3 Composition of the Board

The Executive must consist of :

- the President;
- the Vice-President;
- the Secretary;
- the Treasurer;

Additional Board positions may include:

- Social Director;
- Sports Director;
- Program Director;
- Membership Director;
- Volunteer Director;
- Facilities Director;
- Civics Director;
- Neighbourhood Watch Director;
- Communications Director;
- Fundraising Director; and
- Any other position deemed appropriate by the Board, as passed by a resolution of the Board.
- The Board may decide not to fill some of the above positions if the Board feels that the Society's operations do not currently require a Director in that area. Such a decision must be upheld by a resolution of the Board.

7.1.4 Election of Executive and Directors

7.1.4.1 All terms will be for two years:

- (a) The President, Secretary, Sports Director, Communications Director, Facilities Director, Social Director, Volunteer Director and Neighbourhood Watch Director positions will have their elections at AGM's following fiscal years with even numbers.
- (b) The Vice President, Treasurer, Programs Director, Civics Director, Fundraising Director and Membership Director positions will have their elections at AGM's following fiscal years with odd numbers.

(c) All positions established by the Board will have their election years determined at the time that the position is established, and will follow the pattern set out above.

7.1.4.2 Notwithstanding Article 7.1.4.2, if no candidate for a position is declared at an Annual General Meeting, then the Board may appoint a member to that position at a Board meeting held subsequent to the AGM. Notice of such appointment shall be made in the Society's first newsletter following the appointment. Such an appointment may include the immediate past person who held the position.

7.1.4.3 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.

7.1.5 Resignation, Death or Removal of a Director

7.1.5.1 Any Board member may resign from office by giving notice in writing.

7.1.5.2 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.

7.1.5.3 If there is a vacancy on the Executive, the position must be filled if a member in good standing is available to fill that vacancy. Said position must be filled by appointment of the board until it is ratified or elected at the next AGM for the remainder of the term.

7.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a member in good standing to fill that vacancy. Said position may be filled by appointment of the board until it is ratified or elected at the next AGM for the remainder of the term.

7.1.6 Meetings of the Board

7.1.6.1 The Board must hold at least six (6) meetings each year.

7.1.6.2 The President shall normally call Board meetings, with at least seven (7) days' notice. A meeting may also be called with fourteen (14) days' notice if any four (4) Board members make a request in writing (email is considered acceptable) and state the business of the meeting.

7.1.6.3 Reasonable attempts to set a date and time acceptable to as many Board members as possible shall be made when calling a meeting.

7.1.6.4 Board members may also waive notice.

7.1.6.5 If there is no quorum, the Board members present may set a new date and time at the failed meeting. If they do not, then the meeting is deemed to be rescheduled to the same time, place, and day of the following week. If quorum is not reached at the successive meeting, then the meeting may proceed with at least four Board members.

7.1.6.6 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.

7.1.6.7 Meetings of the Board are open to members of the Society, but only Board members may vote. A majority of the Board members present

may ask any other members, or other persons present, to leave. All in-camera proceedings will also be limited to the necessary parties only.

7.1.6.8 A meeting of the Board may be held by a conference call. Board members who participate in this call are considered present for the meeting.

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

7.1.6.10 Board members may waive formal notice of a meeting.

7.2 Executive Officers

7.2.1 The Executive Officers of the Society are the President, the Vice-President, Secretary and Treasurer.

7.2.2 The Executive Officers hold office until re-elected or until a successor is elected.

7.3 Duties of the Board members

7.3.1 The President:

- supervises the affairs of the Board.
- when present, chairs all meetings of the Society, the Board and the Executive Committee.
- is an ex officio member of all Committees, except the Nominating Committee.
- acts as the spokesperson for the Society or appoints a designate.
- chairs the Executive Committee.
- carries out other duties assigned by the Board such as signing authority.

7.3.2 The Vice-President:

- presides at meetings in the President's absence.
- replaces the President at various functions when asked to do so by the President or the Board.
- is responsible for the annual review of the Bylaws, Policies and Procedures.
- is a member of the Executive Committee.
- carries out other duties assigned by the Board.

7.3.3 The Secretary:

- attends all meetings of the Society, 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 Society.
- carries out other duties assigned by the Board.

7.3.4 The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board.
- makes sure annual fees are collected and deposited.
- makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting.

- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting.
- files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry.
- chairs the Finance Committee of the Board.
- is a member of the Executive Committee.
- carries out other duties assigned by the Board.

7.3.5 Social Director:

- is responsible for all matters pertaining to social activities of the League, including dances, social nights, etc.
- prepares an annual budget submission for social activities and submits it to the Treasurer.
- reviews and prepares policy and procedures with respect to social activities.

7.3.6 Sports Director:

- is responsible for all matters pertaining to sports, including the registration and organization of baseball, soccer, hockey, basketball, etc.
- recruits representatives or act as the representative to the sports governing bodies.
- prepares an annual budget submission for the sports programs and submits it to the Treasurer.
- reviews and prepares policy and procedures with respect to sports programs.

7.3.7 Program Director:

- is responsible for all programs, including talent competitions, educational events, Playschool, etc.
- prepares an annual budget submission for programs and submits it to the Treasurer.
- reviews and prepares policy and procedures with respect to programs.

7.3.8 Membership Director:

- is responsible for the organization, timing and completion of the annual membership campaign.
- keeps a record of and maintains the membership lists and other records pertaining to membership.
- ensures compliance with the EFCL Code of Ethics with respect to selling memberships.
- prepares an annual budget submission for membership and submits it to the Treasurer.
- reviews and prepares policy and procedures with respect to membership.

7.3.9 Facilities Director:

- is responsible for the supervision of hall rentals, ensuring league access takes priority.
- is responsible for the development and maintenance of the community centre, rinks, parking lot, and other league facilities.
- prepares an annual budget submission for the facilities and submits it to the

- Treasurer.
- reviews and prepares policy and procedures with respect to the facilities.

7.3.10 Civics Director:

- Liaises with City departments such as Planning and Development, Transportation, and City Council, etc.
- provides liaison to the Board with any Ad Hoc Committees relating to specific planning, development, transportation or other civic issues.
- prepares a project budget for committee and submits it to the Treasurer.

7.3.11 Neighbourhood Watch Director:

- liaises with the Edmonton Police Service and other safety and crime prevention organizations.
- is responsible for all matters pertaining to Neighbourhood Watch or safety and security concerns.
- performs duties as required by the Edmonton Neighbourhood Watch Program Society.
- prepares an annual budget submission for the facilities and submits it to the Treasurer.

7.3.12 Communications Director:

- is responsible for the publication of the newsletter and participates in collecting articles for the newsletter.
- oversees the delivery of the newsletter.
- is responsible for the maintenance of the League website through a webmaster, if one is appointed
- arranges for publicity for league events.
- prepares an annual budget submission and submits it to the Treasurer.
- reviews and prepares policy and procedures with respect to publicity.

7.4 Board Committees

7.4.1 Establishing Committees: The Board may appoint committees to advise the Board. These committees 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.

7.4.2 General Procedures for Committees

- 7.4.2.1 Each committee created by the Board must have a board member as a liaison.
- 7.4.2.2 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.
- 7.4.2.3 The Chairperson may call a committee meeting with seven (7) days' notice. Committee members may waive notice.
- 7.4.2.4 A majority of the committee members present at a meeting is a quorum.
- 7.4.2.5 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.

- 7.4.2.6 The President is considered an ex-officio member of all committees **except** the Nominations Committee. The President may attend any committee meetings as a voting committee member, except as stated above.

7.4.3 The Executive Committee:

- (a) consists of the 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 Executive Officers. They must request in writing (email acceptable) that the President call a meeting and state the business of the meeting.
- (d) A meeting of the Executive Committee may be held by a conference call. Executive Officers who participate in this call are considered present for the meeting
- (e) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee
- (f) An Executive Officer may waive formal notice of a meeting.

7.4.4 The Finance Committee:

- (a) consists of the Treasurer, who is the Chairperson, and three (3) other members appointed by the Board.
- (b) is responsible for:
 - recommending budget policies to the Board.
 - investigating and making recommendations to the Board for acquiring funds and property.
 - recommending policies on disbursing and investing funds to the Board.
 - establishing policies for Board and committee expenditures.
 - arranging the annual audit of the books.
 - reporting on the year's activities at the Annual General Meeting.
 - carrying out other duties assigned by the Board.

7.4.5 The 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:
 - publishing notice of vacancies of Executive and Director positions.
 - establishing and enforcing procedures for nomination and election.
 - chairing elections at Annual General Meetings or Special General Meetings.

7.5 Regulations and Procedures

The Board has the ability to establish regulations and procedures governing the operation of the Society.

- 7.5.1 Such regulations and procedures may be established at a Board meeting by a resolution of the Board, and take effect immediately upon their passing.

- 7.5.2 Regulations and procedures passed by the Board shall be treated with the same respect accorded to these Bylaws. Failure to follow the regulations or procedures may be grounds for suspension or expulsion according to Articles 5.5 or 5.6.
- 7.5.3 Any regulations or procedures established must be confirmed by a majority of the voting membership at the following Annual General Meeting.

ARTICLE 8 – AFFILIATIONS AND ASSOCIATIONS

The Society may be affiliated with other not-for-profit organizations with similar objectives, where there is a shared interest.

8.1 Established affiliations

- 8.1.1 The Society will be affiliated with the Edmonton Federation of Community Leagues (EFCL), provided that the objectives of the EFCL are not inconsistent with those of the Society. The Society will endeavor to send a representative to EFCL meetings.
- 8.1.2 The Society will be affiliated with the Millwoods Presidents' Council (MWPC), provided that the objectives of the MWPC are not inconsistent with those of the Society. The Society will endeavor to send a representative to MWPC meetings.
- 8.1.3 The Society may choose to affiliate itself with other not-for-profit organizations in the future, and may do so via a resolution passed at a General Meeting.

ARTICLE 9 - FINANCE AND OTHER MANAGEMENT MATTERS

9 The Registered Office:

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

9.1 Finance and Auditing

- 9.1.1 The fiscal year of the Society shall be from September 1 to August 31 of each year.
- 9.1.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per fiscal 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. A complete and proper statement of the standing of the books will be presented at each Annual General Meeting.

9.2 Seal of the Society

- 9.2.1 The Board may adopt a seal as the Seal of the Society.
- 9.2.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 9.2.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

9.3 Cheques and Contracts of the Society

- 9.3.1 A maximum of four designated Executive Officers of the Board may be authorized to sign cheques drawn on the monies of the Society. Two signatures shall be required on all cheques.
- 9.3.2 No signing authority will sign a cheque where they are the payee. No two members of the same household or that are related either directly or thorough marriage will be signing authorities.

- 9.3.3 All contracts of the Society must be signed by the Executive Officers or other persons authorized to do so by resolution of the Board.

9.4 The Keeping and Inspection of the Books and Records of the Society

- 9.4.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the members and of the Board.
- 9.4.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 9.4.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 9.4.4 A member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 9.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 9.4.6 All financial records of the Society are open for such inspection by the members.
- 9.4.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

9.5 Borrowing Powers

- 9.5.1 The Society 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.
- 9.5.2 The Society may issue debentures to borrow only by a resolution of the Board confirmed by a Special Resolution of the Society.

9.6 Payments

- 9.6.1 No member, Director or Executive Officer of the Society receives any payment for his services as a member, Director or Executive Officer.
- 9.6.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

9.7 Protection and Indemnity of Directors and Officers

- 9.7.1 Each Board Member holds office with protection from the Society. The Society indemnifies each Board Member against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Board Member for acts of fraud, dishonesty, or bad faith.
- 9.7.2 No Board Member is liable for the acts of any other Board Member or employee. No Board Member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Board Member is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 9.7.3 Board Members can rely on the accuracy of any statement or report prepared by the Society's auditor. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

9.8 Amendments to the Bylaws

- 9.8.1 These Bylaws may be rescinded, altered, or added to at a General Meeting with twenty-one (21) days' notice in writing or otherwise as set out in Article 5.
- 9.8.2 Changes to the bylaws must be supported at a General Meeting by at least three-quarters (3/4) of the voting members present.
- 9.8.3 Such changes take effect immediately after their being passed at a General Meeting.
- 9.8.4 Any proposed changes must be reviewed at a Board meeting before being forwarded to a General Meeting.

9.9 Dissolution


Upon dissolution of the League, all physical assets, fixtures, and monetary assets remaining after the payment of any debts, will become the property of the EFCL, in trust. The EFCL will hold the assets in trust until they are able to reactivate or merge the League. In the event that the EFCL is no longer in operation at the time of the dissolution, then the physical assets, fixtures and monetary assets may be passed to another not-for-profit society operating within the City of Edmonton which has objectives that are compatible with those of the Society, as approved by the Board. The real property will pass to the City of Edmonton, pursuant to the Tri-partite License Agreement.

9.10 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.

WITNESSES TO THE BYLAWS

We, the undersigned, certify that we support the adoption of these Bylaws for the Society.



Name: Alicia Lemaire
Title: President



Name: Nikos Kioussis
Title: Vice President



Name: Jennifer Parsonage
Title: Secretary



Name: Amanda Goulet
Title: Treasurer