

DRAFT

# INGLEWOOD COMMUNITY LEAGUE

## Bylaws

Approved \_\_\_\_\_



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## 1. NAME

- 1.1. The name of the organization shall be Inglewood Community League of Edmonton. Herein and thereafter, referred to as “The League” or “Inglewood Community League” or “ICL”.

## 2. BOUNDARIES

- 2.1. Inglewood Community League shall encompass the area of the Inglewood neighbourhood as designated by the City of Edmonton. The neighbourhood is bound on the west by Groat Road NW, on the north by 118 Avenue NW, on the south by 111 Avenue NW, and on east by the east edge of 121 Street Linear Park.
- 2.2. The boundaries in section 2.1 are assumed to terminate in the centre line of the indicated roadways unless otherwise indicated.

## 3. DEFINITIONS AND INTERPRETATIONS

In these bylaws, the following words have these meanings:

- 3.1. “Annual General Meeting” means the annual general meeting as described in Section 4.3.3.
- 3.2. “Board” shall mean The Board of Directors as specified in Section 4.1.
- 3.3. “Board Meeting” shall mean a meeting of the Board.
- 3.4. “Director” shall mean any member elected or appointed to the Board as specified under Section 4.1.
- 3.5. “Executive” shall mean the executive committee composed of the President, Vice- President, Treasurer, Secretary, and Past President.

- 3.6. "General Meeting" shall mean a meeting of the League's general membership.
- 3.7. "League" or "Community League" shall mean "Inglewood Community League of Edmonton".
- 3.8. "Member" shall mean any member of the League.
- 3.9. "Officer" and "Signing Officer" means a member of 'The Executive'.
- 3.10. "Societies Act" or "Act" means the Societies Act of Alberta R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.11. "Special Meeting" shall mean any meeting of the League that is called for a particular purpose over and above the regular general or board meetings of the League.
- 3.12. "Special Resolution" refers to the requirement that the League pass a resolution at an Annual General Meeting or a Special Meeting with no less than a 75% majority of Voting Members in attendance, in good standing, and for which 21 days' notice specifying the intention to propose a special resolution has been duly given.
- 3.13. "Voting Member" means a Member entitled to vote at the meetings as described in Section 5.3.4.
- 3.14. "Written Notice" means to give notice using letter mail, newsletters, social media, the league website, electronic mail, telephone or other method reasonably assured of reaching the recipient.
- 3.15. "Named Directors" means directors with a title such as President, Director of Communications as described in 4.1.1

## 4. GOVERNANCE

### 4.1. BOARD OF DIRECTORS

- 4.1.1. Inglewood Community League shall be governed by a Board of Directors consisting of not less than five (5) and not more than fifteen (15) Directors of the following Directors:
  - a) President
  - b) Past President
  - c) Vice-President
  - d) Secretary
  - e) Treasurer
  - f) Membership Director
  - g) Director of Facilities
  - h) Director of Programs & Events
  - i) Director of Communications
  - j) Up to six (6) Directors at Large, who support the league generally and/or take on special projects like casino, volunteers, sports, garden, or social media.
- 4.1.2. The Board may also choose to appoint non-voting members.
- 4.1.3. The Board is responsible for:
  - a) serving as the legal authority for the Inglewood Community League.
  - b) being informed on organizational matters; participating in deliberations and decisions in matters of policy, finance, programs, personnel, and advocacy;
  - c) supporting the efficient functioning of the League through recruiting board members, procuring contractors, or through hiring resources;
  - d) maintaining and protecting the League's assets and property;
  - e) recommending an annual budget and operational plan for the League;
  - f) paying for approved expenses for the operation and management of the League;
  - g) making and implementing policies to support the operation and management of the League and/or providing input the Executive Committee to support this;
  - h) ensuring that all officers, directors, committee and or staff of the League comply with all bylaws and policies of the League; and
  - i) maintaining the general well being of the League, its aims and objects.

- 4.1.4. The President shall preside or appoint an alternate chair at all meetings of the League and shall ex-officio be a member of all committees; create Board meeting agendas, ensure that necessary reports are submitted prior to Board meetings; manage reporting to the rest of the organization; manage staff according to Board directives; acts as a signing officer along with the Vice-President, Secretary and Treasurer; and act as the official spokesperson of the League or appoint a designate in this regard.
- 4.1.5. The Vice-President shall perform the duties of the President in the absence of the President. This includes presiding at meetings in the president's absence (if the Vice-President is absent, the Directors appoint a chair for the meeting); replaces the president at various functions when asked to do so; acts as a signing officer along with the President, Secretary and Treasurer for all cheques and other documents; and take on other duties or projects as assigned by the President.
- 4.1.6. The Secretary shall attend all meetings of the Board and Executive League; take and keep accurate minutes of such meetings; other records as the board may direct; has charge of minute book and other records; has charge of the Board's correspondence under the direction of the President and the Board; act as a signing officer along with the President, Vice-President and Treasurer for all cheques and other documents; files the annual return, changes in the directors of the organization, amendments to the bylaws and other incorporation documents with the Corporate Registry; and carries out other duties assigned by the Board.
- 4.1.7. The Treasurer shall receive all monies collected or otherwise received on behalf of the League; issue receipts or invoices and pay all accounts when properly approved, and keep accounts, receipts and vouchers for the same; deposit the funds of the League in such Bank or Banks as the Board in general meeting may direct; act as a signing officer along with the President, Vice-President and Secretary for all cheques and other documents; present a statement of the affairs of the League for the preceding fiscal year, after the same has been duly audited and shall report the financial position of the League as often as required by the League in general meeting and at the Annual General Meeting.
- 4.1.8. The immediate Past President may provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the league; assists in a smooth transition between Presidents; facilitates Board continuity from year to year; and may be requested to serve as a member of the Executive Committee. The Past President is automatically appointed into this role upon stepping down as President or losing an election as President. A President who was removed from the role shall not become Past President. The Past President may serve for a maximum of two years.
- 4.1.9. The Director of Facilities shall have charge of all building, bookings, works, improvements, tools and equipment of the League; be responsible for the supervision of all building bookings (ensuring league access takes priority), scheduling and maintenance of League facilities; collect the monies for these bookings; prepares an annual budget for the facilities; reviews and prepares policy and procedures with respect to the facilities.
- 4.1.10. The Director of the Programs & Events is responsible for organizing, planning all programs and social events, and all programs sponsored by the League; preparing an annual budget for programs; reviewing and preparing policy and procedures with respect to programs.
- 4.1.11. The Director of Membership shall be responsible for promoting membership of the league, shall keep a record of all active members, shall distribute membership cards to all members, shall collect membership fees as set by the Board and account to the League for all such fees collected.
- 4.1.12. The Director of Communications shall be responsible for the proper publicity and communication of all League sponsored events, activities or programs, its publications, social media and website.
- 4.1.13. Each Director noted above shall convene and preside over the meeting of their committee and shall make known to the League the names, addresses and where possible email or telephone numbers of such chosen members. The Board may appoint additional committees of the Board and or appoint committees to advise the Board.
- 4.1.14. Meetings of the Board shall be called with at least (3) three days' written (including email) notice.
- 4.1.15. Named Directors office will be held for two (2) years.

- a) The President, Secretary, Director of Buildings, Booking and Grounds, Director of Communications, as well as any vacant positions from the prior year will be up for election in even-numbered years.
  - b) The Vice-President, Treasurer, Director of Program, Director of Membership, as well as any vacant positions from the prior year, will be up for election in odd-numbered years.
- 4.1.16. Director At Large (Other) positions will be up for election every year up to a maximum of 6 including currently sitting Directors at Large.
- 4.1.17. The term of office of a Director in any single role shall be a maximum of three (3) consecutive terms after which they must either gain a majority board vote or remain off the Board of Directors for a period of one (1) year before seeking re-election to the Board.
- 4.1.18. All officers must be voting members of the League and must conform to the requirement of residency in Section 5.1.1.
- 4.1.19. Any member of The Board may run for any open elected position but must resign their current position upon acceptance of the new position.
- 4.1.20. A person becomes a Director if they were present at the meeting and agreed to be nominated prior to being appointed or elected and did not refuse the appointment or election. They may also become a Director if they were not present at the meeting but consented in writing to be nominated prior to being appointed or elected.
- 4.1.21. If an officer dies, resigns or ceases to be a member, or for any reason becomes unable or ineligible to attend to the duties of his office, the vacancy thereby caused, may be filled for the unexpired portion of such Director's term of office by a substitute appointed by the Executive and ratified by the Board at the next regularly scheduled Board meeting.
- 4.1.22. A Director may resign from office upon giving notice to the Secretary of the League in writing and such resignation shall take effect in accordance with such notice.
- 4.1.23. The office of any officer shall *ipso facto* be vacated if they cease to be a member or if they are absent from three consecutive Board meetings unless their absence has been excused by the President.

## 4.2. EXECUTIVE COMMITTEE

- 4.2.1. The Executive Committee consists of the President, Vice-President, Secretary, and Treasurer.
- 4.2.2. Executive Committee members shall have served in a prior ICL board position prior to becoming elected to the executive board, unless their nomination is accompanied by a majority board vote.
- 4.2.3. The Executive Committee is responsible for:
- a) carrying out the day-to day management of the organization;
  - b) handling emergency business between Board meetings;
  - c) addressing complaints within and against the organization;
  - d) interpreting these bylaws;
  - e) carrying out other duties as assigned by the Board; and
  - f) reporting to the Board on actions and decisions taken between Board meetings.
- 4.2.4. The Executive shall, subject to the bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the business and the affairs of the league.
- 4.2.5. Meetings of the Executive shall be held as often as the business of the society shall require (at minimum a meeting shall be held once every three months) and are called by the President or upon the request of any two (2) other Directors in writing to the President, stating the business to be brought before the meeting.
- 4.2.6. All Executive Committee Members may agree to and sign a resolution. This resolution is as valid as one passed at a Board meeting. The date on the resolution is the date it is passed.
- 4.2.7. No two members from the same household shall occupy Executive positions concurrently.

4.2.8. The Executive may request that the Board add another member to the Executive Committee to support the day-to-day management of the organization.

### 4.3. MEETINGS

4.3.1. Meetings may be held in person or remotely (by a video or teleconference call), or a combination thereof at the discretion of the President or chairperson. Members who participate remotely are considered present for the meeting.

4.3.2. Meetings shall be held using Robert's Rules of Order unless the Board or League has approved amendments to these rules for use by the League, its Board and committees.

4.3.3. At least 21 days' notice of all Annual General and Special Meetings will be given by written notice.

4.3.4. A show of hands will be adequate for voting, nominations and election. Significant financial questions, and any controversial matters may be decided by a secret ballot vote upon request by any member, which will be overseen by a Community League Member.

4.3.5. The Annual General Meeting of Inglewood Community League shall be held between September 1st and October 31st of each year at such time and on a date determined by the Board.

4.3.6. Elections will be held at the Annual General Meeting or at any other Special Meeting called for that purpose by a simple majority vote. Electees will take office immediately following that Meeting.

### 4.4. QUORUM

4.4.1. A quorum for all Annual, General or Special Meetings shall be 5 members in addition to the quorum of the board.

4.4.2. A quorum for any Board of Directors' Meeting shall be 5 members of the Board, of which a minimum of 2 must be Executive Officers.

4.4.3. A quorum for all Meetings of appointed committees shall be 50% of the members of the committee plus the chairperson of the committee (or their designate).

4.4.4. If a quorum is not present for any meeting, then a second meeting shall be called for the purpose of passing a specific motion(s) a week later. In the interim, every effort must be made to inform Directors and members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people in attendance shall be considered a quorum.

### 4.5 PARLIAMENTARY AUTHORITY

4.4.5. The rules contained in Robert's Rules of Order, unless the Board or League has approved amendments to these rules for use by the League, its Board and committees will govern all meetings.

### 4.6 CONFLICT OF INTEREST

4.4.6. Any Member having a personal pecuniary stake or conflict of interest in any matter being discussed by the membership or the Board is required to declare such at the time that the conflict becomes obvious, and absent himself/herself from any discussion or vote on the matter.

## 5. MEMBERSHIP

### 5.1. APPLICATION

5.1.1. Any person over the age of majority residing in or owning real property within the Inglewood Neighborhood within the City of Edmonton may become a member upon application and payment of any required membership fee. Such fees are to be set and approved by The Board.

5.1.2. Memberships shall expire on August 31 of each year.

5.1.3. All members are admitted only on the condition of submission to the by-laws and rules of the League.

## 5.2. CLASSIFICATION OF MEMBERSHIP

5.2.1. A member in good standing is a Member who has paid any required membership fee and has not been expelled as a Member as provided for under Section 5.4.

5.2.2. The categories of membership are:

- a) Family Members: reside in one household and act as a family unit.
- b) Single or Adult Member: any person age 18 to 64
- c) Senior Members: 65 years of age or older
- d) Honorary Members: Honorary Membership or Honorary Life Membership may be conferred upon any person during any general meeting of The League who has shown meritorious service to the Inglewood community but who does not meet the provisions of section 5.1 of these bylaws. Honorary membership is valid for 1 year. Honorary lifetime membership is for life. Honorary members do qualify for election or appointment to board positions.
- e) Associate Members: The Board may grant Associate Membership to a person who has a current connection to the Inglewood Community but who does not meet the provisions of section 5.1 of these bylaws.
  - a. An Associate Member cannot be nominated or appointed to the Board and may not vote at any general meeting.
  - b. Associate Memberships will be granted for a period of not more than 12 months but may be renewed.
  - c. The Board may pass a policy to further define the requirements, benefits, and entitlements of Associate Members subject to the provisions and limitations of this section.
- f) Voting Members: Are Members in good standing (as defined in Section 5.2.1) and who are:
  - a. Family Members over the age of 18, or
  - b. Adult Members, or
  - c. Senior Members, or
  - d. Honorary Members, or
  - e. Honorary Life Members.

## 5.3. RIGHTS AND PRIVILEGES OF MEMBERS

5.3.1. Voting Members are entitled to:

- a) Receive notice of and vote in Annual General Meetings and Special Meetings;
- b) Speak at General Meetings;
- c) Be nominated for, or, elected or appointed to the Board of Directors; and
- d) Inspect these bylaws, the financial statements, the minutes of an Annual General Meeting and any document that the Societies Act requires a society to disclose at any time upon giving reasonable notice to the Board.

5.3.2. Each Voting Member can only exercise one vote.

5.3.3. Any member wishing to withdraw from membership may do so by giving notice in writing to the Director of the Membership Committee.

## 5.4. SUSPENSION AND EXPULSION

5.4.1. The Executive Committee may suspend or expel any member from membership or a Director from office for any cause which the League may deem deemed injurious to the League or its purposes by a majority vote during an Executive meeting, including but not limited to:

- a) If the Member has failed to abide by the Bylaws;
- b) If the Member has failed to pay their dues if required;
- c) If the Member has disrupted meetings or functions of the League; or
- d) If the Member has done or failed to do something judged to be harmful to the League.

# 6. ADMINISTRATION

## 6.1. FISCAL YEAR

6.1.1. The fiscal year of the League in each year shall be September 1st to August 31st.

## 6.2. SEAL

6.2.1. The secretary shall have the custody of the seal of the League which shall not be used except under the authority of a resolution by the Board, and it will be affixed to documents and instruments when required by law or convention. In the absence of a board secretary the treasurer will have custody of the seal. Whenever used it shall be authenticated by the signature of any two signing officers.

## 6.3. MAINTENANCE AND REVIEW OF MINUTES AND RECORDS

6.3.1. The provisions of the latest copy of the Societies Act, and amendments thereto, shall apply to the League.

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

6.3.3. The financial books, accounts and records of the League shall be audited at least once each year. A complete and proper statement of the standing of the financials for the previous year shall be submitted by such an auditor at the Annual General Meeting of the League.

6.3.4. The books and records of the League may be inspected by any member upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same, except records that the Board designates as confidential.

6.3.5. The annual statement of the League shall be filed with the appropriate government agencies and a copy sent to the EFCL. The statement shall be signed by two officers of the League.

## 6.4. ACCOUNTS

6.4.1. All finances shall be under the direct supervision of the Treasurer.

6.4.2. No account shall be paid unless an invoice for the same is given to the treasurer by the time of payment. The treasurer must retain receipts for all payments.

6.4.3. All funds advanced to subcommittees shall be accounted for at the end of the League year for purposes of the annual financial report.

6.4.4. Inglewood Community League will retain membership in the Edmonton Federation of Community Leagues, and retain in good standings registration with the Alberta Societies Act and AGLC.

## 6.5. SIGNING AUTHORITY

6.5.1. The President, the Vice-President, the Treasurer, and the Secretary are the designated Executive Committee Members that hold signing authority for the League, additional board members can be granted signing authority if approved by motion from the board.

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

6.5.3. Executive Committee Members may authorize payment for any approved indebtedness of the League. Signatures or other forms of approval from two signing officers are required on all cheques, transfers, or disbursements..

6.5.4. All contracts of the League must be signed by an Executive Committee Member or other persons authorized to do so following approval of the contract by the Board.

## 6.6. BORROWING AND SPENDING POWERS

6.6.1. Indebtedness can be incurred in 3 ways:

- a) By the Board approving a budget indicating amounts to be spent on different products or services or from specific vendors;
- b) By the Board approving an ad hoc request for spending with a properly approved motion at any Board meeting at which there is a quorum; or
- c) By a decision of the Executive Committee by which the Executive Committee has deemed that the decision is urgent and it would be imprudent to wait for the next Board meeting to decide the issue.



6.6.2. Notwithstanding section 6.6.2 above, the Executive Committee can approve a request for indebtedness for up to \$200 at any time.

6.6.3. The Board may waive membership fees or activity fees for League events to a League member based upon policies approved by the Board.

## 6.7. REMUNERATION

6.7.1. No Director will receive remuneration for his/her/their time or services rendered.

6.7.2. A member of the Board may receive reimbursements for approved expenses, with the presentation of receipts, that are incurred as a result of performing the League's business.

## 6.8. INDEMNITY

6.8.1. Subject to the Societies Act, the League indemnifies each Director against all costs or charges that result from any act done in his role for the League. The League does not protect any Director for acts of fraud, dishonesty, or bad faith.

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

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

## 6.9. DISSOLUTION

6.9.1. Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues will hold the cash assets in trust until they are able to reactivate or merge the League. The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

## 7. AMENDING THE BYLAWS

7.1.1. These bylaws may be rescinded, altered or added to by a Special Resolution of the League at any Annual General meeting or Special Meeting and shall be passed by a majority of seventy-five percent (75%) of voting members in attendance.

7.1.2. One month's written notice specifying the intention to propose the resolution to change the Bylaws as a special resolution shall be duly given.

7.1.3. Changes to the Bylaws take effect once the dated Special Resolution is approved at the Annual General Meeting or Special Meeting, verified by two signing authorities of the League and registered at the Corporate Registry of Alberta.