

# HAZELDEAN COMMUNITY LEAGUE BYLAWS

1. The name of the society is "Hazeldean Community League"

## Definitions and interpretation

2. In these bylaws
  - (a) "annual general meeting" means a yearly general meeting required under the *Societies Act*;
  - (b) "board" means the board of directors;
  - (c) "dwelling" has the meaning given in Bylaw 12800 the *Edmonton Zoning Bylaw*;
  - (d) "email notice" means notice by email or similar means.
  - (e) "family" means any two or more individuals, at least one of whom is aged 18 years or more, who reside in one dwelling;
  - (f) "Hazeldean" is the area in the City of Edmonton bounded on the north by the centre of 72nd Avenue, on the south by the centre of 63rd Avenue, on the east by the centre of Mill Creek Ravine, and on the west by the centre of 99th Street;
  - (g) "hard copy notice" includes only a notice written on paper or a notice in similar form that can be read without the aid of electronic or electro-mechanical devices ;
  - (h) "league" means Hazeldean Community League;
  - (i) "notice" includes any notice in any form, whether in hard copy or otherwise, but does not include notice by telephone unless expressly permitted in these bylaws;
  - (j) "special general meeting" means any meeting of the members that is not an annual general meeting;
  - (k) "special resolution" has the meaning given in the *Societies Act*.
- 2.1. For the purposes of these bylaws,
  - (a) any reference to an Act is to the most current version of that Act as amended or replaced from time to time;
  - (b) the applicable law is the law of Alberta or the law of Canada as the case may require;

- (c) time shall be calculated in accordance with the Alberta *Interpretation Act*;
- (d) the singular includes the plural, and the plural includes the singular;
- (e) a pronoun in one gender includes the other; and
- (f) any reference to "president", "vice-president", "treasurer", "secretary", "facilities director", "civics director", "director-at-large", or "director" is to the holder of that particular office as defined or described in these bylaws.

## Objectives

3. The objectives of the league are
  - (a) to provide recreational activities for the members;
  - (b) to provide social activities for the members;
  - (c) to promote and encourage amateur sport;
  - (d) to provide a meeting place for the consideration and discussion of questions affecting the interests of the community;
  - (e) to maintain a hall for league endeavors;
  - (f) to represent the interests of members with all levels of government, the media, and other individuals, organizations, corporations or groups whose activities might affect the use, value, enjoyment or amenities of land in Hazeldean by its residents;
  - (g) to engage in any other activities that may be approved by the members by special resolution at a special general meeting or annual general meeting.

## Members

4. A member of the league is any individual aged 18 years or older
  - (a) who resides in Hazeldean and who has paid a membership fee; or
  - (b) who is a member of a family that has paid a family membership fee.
- 4.1. An associate member of the league is
  - (a) any individual aged 18 years or older who lives in the City of Edmonton outside Hazeldean who has paid an associate membership fee; or

- (b) any corporation or other organization approved by the directors which has paid an associate membership fee.
- 4.2. The board may award an honorary membership to anyone who in the opinion of a majority of the board deserves recognition for outstanding service to the league, whether or not the honoree lives in Hazeldean.
  - 4.3. An honorary membership is effective for whatever period, and with or without voting rights, as the board may decide when it awards the honorary membership.
  - 4.4. A membership or an associate membership is effective from the later of
    - (a) September 1<sup>st</sup> in the year the membership is paid or
    - (b) the date the membership fee is paid
 to the next following August 31<sup>st</sup>.
  - 4.5. Any member may resign his or her membership from the league by giving hard copy notice to a director or by not renewing the membership.
  - 4.6. The board may decide upon membership fees before the beginning of a fiscal year for the next following fiscal year; and the fees shall remain in effect until the board changes the fees for another fiscal year.
  - 4.7. Membership records are confidential and not for sale or general distribution.
  - 4.8. The Board may expel any member, family member, associate member, or honorary member by majority vote, provided that
    - (a) the expelled member may appeal the expulsion by giving a hard copy notice to the board;
    - (b) if the expelled member appeals the expulsion, the Board must call a special general meeting for that purpose within 45 days of receiving the notice;
    - (c) at the special general meeting the appellant (or his or her representative) may speak first, the board's representative may speak second, and the appellant may rebut any new information;
    - (d) the members present shall decide the appeal by majority vote;
    - (e) the decision of the members is final;

- (f) no other business may be transacted at the same special general meeting.

### **Notices**

5. Unless otherwise required or permitted in these bylaws, any hard copy notice may be mailed or delivered to the address of the member, family member or director at the addressee's address last known to the league.
  - 5.1. A hard copy notice is deemed to have been delivered if it is left in the recipient's mailbox, or similar receptacle at the recipient's address, or handed to any person at the recipient's address.
  - 5.2. In the event of disruption of mail service by reason of labour strife, an act of God, or the like
    - (a) hard copy notice shall be by delivery or by posting a hard copy notice at the premises of the league if such posting of a notice is otherwise permitted under these Bylaws for a particular type of communication;
    - (b) email notice is a sufficient alternative to hard copy notice, even if hard copy notice is otherwise required.
  - 5.3. Mailed notices shall be deemed to have been received or presumed to have been received in accordance with the applicable provisions of the *Interpretation Act*.
  - 5.4. Any email notice or other electronic communication shall be presumed to have been received by the addressee if the person alleging that the communication was sent can show that the same communication was sent and received concurrently by others.
  - 5.5. A notice is sufficient if delivered or mailed to the most recent address of the addressee that the recipient has communicated to the league in accordance with these bylaws.
  - 5.6. An email notice or other electronic communication is sufficient if it is sent to the most recent email address, telephone number or similar destination that the recipient has communicated to the league in accordance with these bylaws.
  - 5.7. Any member, family member, associate member, or honorary member may give notice of change of address to the league by notifying any director in accordance with these bylaws.

### **Meetings of the members**

6. Notice of an annual general meeting or a special general meeting may be given by any one or more of the following methods:

- (a) by publishing a notice in the league's newsletter;
- (b) by delivery of a hard copy notice to each member or household of a family member;
- (c) by ordinary mail addressed to each member or household of a family member;
- (d) by email to each member or household of a family member;
- (e) by posting a notice on a notice board at the community hall or located on community league grounds.

7. At any meeting of the members

- (a) an associate member is not entitled to vote;
- (b) a family membership has one vote for all members of that family;
- (c) an honorary member has no vote unless the board expressly awarded the honorary member voting privileges when it awarded the honorary membership;
- (d) subject to the above limitations, any member is entitled to one vote at any meeting of the members;
- (e) voting by proxy is not allowed;
- (f) the chair may require any person to provide evidence of his or her membership before allowing that person to vote; and
- (g) if a motion is passed directing the chair to require any person to provide evidence of his or her membership before allowing that person to vote, the chair must do before any further vote is taken

7.1. Motions shall be decided by a simple majority of the members present and in attendance at any meeting, unless a special resolution is required.

7.2. A show of hands is adequate for voting, unless a written ballot is requested by at least 3 of the members in attendance.

7.3. In addition to situations where a special resolution is required by the *Societies Act*, a special resolution is required for any particular matter if requested by a majority of the members present at any meeting.

7.4. A motion requiring a special resolution for any particular matter must be voted on prior to voting on the particular matter.

### **Annual General Meetings**

8. The league will hold an annual general meeting on the second Tuesday of September each year or otherwise if required by law.

8.1. The business of the annual general meeting shall include

- (a) any proposed changes to these bylaws;
- (b) the election of directors;
- (c) presentation of the financial statements of the previous year;
- (d) policy, budget, and plans for the currently upcoming year;
- (e) any other matter required by law to be considered at an annual general meeting;
- (f) any other matter proposed by a member or the board that is not prohibited by law from being considered at an annual general meeting.

### **Special General Meetings**

9. A special general meeting may be called

- (a) upon receipt by any director of a written request for such meeting signed by at least 3 members of the league; or
- (b) by resolution of a majority of the board.

9.1. Any declaration, request or resolution for a special general meeting must identify the matters to be dealt with, and must include the wording of any motion to be made at the meeting.

9.2. The league must give at least 21 days notice of a special general meeting to all members of the league other than associate members and honorary members.

### **Directors: general provisions**

10. The board has full authority to manage the affairs of the league in accordance with these bylaws.

10a. The league has no officers. The directors perform all functions that might otherwise be performed by officers.

10.1. Any member or associate member may serve on the board.

- 10.2. No more than one-quarter of the board can be associate members.
- 10.3. Every director shall act honestly and in good faith with a view to the best interests of the league, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 10.4. No director shall be liable for the acts, errors, omissions or negligence of any other director.
- 10.5. Subject to the *Societies Act* and any other applicable law, the league shall indemnify any director and his or her heirs and legal representatives against
- (a) all claims, fines or penalties of any kind by reason of being a director other than claims by the league, and
  - (b) all costs, charges and expenses, including legal fees and disbursements and all amounts paid to settle an action or satisfy any judgement reasonably incurred by the Individual in respect of any civil, criminal or administrative action or proceeding in which the Individual is made a party by reason of being or having been a Director
- provided that
- (c) the director acted honestly and in good faith with a view to the best interests of the league, and
  - (d) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director had reasonable grounds for believing that his or her conduct was lawful.
- 10.6. In the event that the approval of a court is required for a director to obtain the benefit of the indemnity described above, the league agrees at its own expense
- (a) to make any application reasonably necessary to a court of competent jurisdiction,
  - (b) to use its best efforts to obtain the court's approval, and
  - (c) to reimburse the director and his heirs and legal representatives for all legal fees and disbursements, reasonably incurred by the director to obtain the

benefit of the indemnity in 10.5, if the court makes an order in favour of the director.

- 10.7. No director may receive any remuneration for services as director to the league.
- 10.8. A director who performs other services may receive remuneration for those services, provided that
- (a) the league would otherwise have to pay for the services the director provides, and
  - (b) the payment to the director is not greater than the league would have to pay for someone else with similar qualifications to provide the same services, and
  - (c) the board approves the payment before the director provides the services.
- 10.9.** The league may reimburse a director or member for expenses incurred as a result of performing the league's business on presentation of satisfactory evidence of the expenditure.

**Directors: appointment, resignation, removal from office, filling vacancies**

11. Directors may be elected at an annual general meeting or a special general meeting
- 11.1. A director shall take office immediately following the general meeting at which the director was elected.
- 11.2. A director may be elected for a term of not more than **24 months** as directed by resolution of the members at a general meeting.
- 11.3. No individual may have signing authority on behalf of the league for contracts, cheques, bills of exchange, or promissory notes for more than **2** consecutive years.
12. Any director may be removed from office by special resolution of the members
- 12.1. Any director who is absent from any 3 consecutive meetings without prior notice ("regrets") may be removed from office by resolution of the Board.
- 12.2. Any director may resign from the board by submitting a hard copy notice to the President, and the resignation will be effective only upon the latest of
- (a) receipt of the notice by the President;
  - (b) receipt by the President of all documents, materials, keys, and any information relating to the position;

- (c) the effective date of the resignation as stated in resignation.

12.3. If a directorship is or becomes vacant after a general meeting of the members, any member may nominate any other member to fill the vacancy by sending a hard copy nomination to the board.

- (a) If the board receives more than one nomination for a vacant position, the board must convene a special general meeting of the members to hold an election for the vacant position.
- (b) If the board receives only one nomination for a vacant position, and if the board receives no further nomination within 14 days after it receives the first one, the board may by resolution appoint the nominee to fill the vacant position until the next general meeting of the members.

### **Directors' duties and responsibilities**

#### **13. The President**

- (a) shall preside at all meetings of the board;
- (b) shall preside at the annual general meeting;
- (c) shall preside at any special general meeting;
- (d) is an *ex-officio* member of all committees;
- (e) is the official spokesperson of the league, unless the board appoints another spokesperson, either in general or for a specific purpose;
- (f) shall sign all contracts on behalf of the league;
- (g) to the extent possible, shall ensure representation by the league at meetings of other organizations such as the Edmonton Federation of Community Leagues where a representative of the league is required.

#### **13.1. The Vice-President shall**

- (a) perform the duties of the President whenever the President is unable to perform them;
- (b) perform any other duties assigned by the board.

#### **13.2. The Secretary shall**

- (a) prepare and keep custody of all records as required by law or these bylaws;

- (b) provide annual reports to Corporate Registry and other information and documents to any person as required by law;
- (c) notify members of general meetings;
- (d) notify board members of board meetings;
- (e) be responsible for the custody of the seal of the league;
- (f) perform other duties as may be assigned by the board.

#### **13.3. The Treasurer shall**

- (a) prepare and keep custody of all financial records of the league as required by law or these bylaws;
- (b) be a signing authority for all cheques drawn on any league account;
- (c) perform other duties as may be assigned by the board.

#### **13.4. The Facilities Director shall**

- (a) supervise hall rentals and maintenance, and the operation of all aspects of the property;
- (b) maintain and develop the hall and other league amenities and facilities such as grounds, skate shack, rinks, spraydeck, parking lot and playgrounds;
- (c) maintain records of all hall rentals and custodial service and report as required from time to time by the board;
- (d) perform other duties as may be assigned by the board.

#### **13.5. The Civics Director shall**

- (a) inform the league about planning and development matters that may affect the Hazeldean neighbourhood;
- (b) inform the league about local government policies and bylaws that may affect the league or residents of the Hazeldean neighbourhood;
- (c) be a liaison between the league and any other organizations as directed by the board from time to time;
- (d) perform other duties as may be assigned by the board.

13.6. The league may by resolution at a general meeting of the members establish additional **director-at-large** positions.

- (a) The duties and responsibilities of any director-at-large may be determined by the members when they establish the position, or by the board if the members do not so assign duties and responsibilities to any particular director-at-large position;
- (b) Every director-at-large position terminates 12 months after it is established unless it is re-established at a general meeting of the members.

#### **Committees of the league**

14. The board or the league may establish *ad hoc* committees and standing committees by resolution.

14.1. A committee shall operate in accordance with the resolution establishing the committee.

14.2. A resolution establishing an *ad hoc* committee must set the date on which the committee terminates; which date may be extended by resolution of the board or the league.

14.3. A standing committee will continue until terminated by resolution of the league, or by resolution of the board if the board established the committee.

14.4. A committee will report to the board or the league as required by the establishing resolution.

14.5. If committee members are not appointed by the resolution establishing the committee, the committee Chair will advise the board of the names of committee members and all other information necessary to confirm that the committee members satisfy any conditions for membership set out in the resolution that established the committee.

#### **Meetings of the board and committees of the league**

15. The board will meet in a face-to-face meeting at least once each quarter-year, unless directed to meet more frequently at a general meeting of the members.

15.1. Notice of a regular quarterly meeting of the board may be given at the immediately previous meeting of the board or at a general meeting of the members.

15.2. Upon receipt of a hard copy request signed by at least 3 of the members of the board, the President

must call a special face-to-face meeting of the board within seven days of receipt of the request.

15.3. Any call for a special meeting of the board must state the date, hour, and place of the meeting, and the matters to be dealt with.

15.4. At least 3 days notice will be given for any special meeting of the board.

15.5. Notice of a special meeting of the board may be

- (a) by delivery of a hard copy notice;
- (b) by ordinary mail addressed to each member or household of a family member;
- (c) by email to each member or household of a family member.

15.6. Committee meetings will be held at the discretion of the committee, and the committee may determine the content and manner of notice, unless the resolution that established the committee prescribes rules of procedure for the committee when the Board establishes the committee.

15.7. Any director may attend any committee meeting.

15.8. Only directors may attend a meeting of the board unless the board by resolution approves attendance as a guest of anyone who is not a director.

15.9. The resolution authorizing attendance by a guest at a board meeting may allow the guest to make written or oral presentations to the board, but need not do so.

15.10. Notwithstanding the foregoing, without prior approval of the board, any member, associate member, family member, or honorary member may attend any board meeting as an observer only, and may attend as a guest with additional privileges by resolution of the board.

#### **Meetings by electronic communications**

16. No general meeting of the members or special general meeting of the members may be conducted by electronic communication.

16.1. Electronic communication for the purpose of considering a motion (an "email motion") by the board or a committee is permitted by email, by conference telephone call or otherwise only if

- (a) each member of the board or committee is able to communicate with

every other member of the board or committee;

- (b) the board, by resolution has adopted procedures that ensure sufficient information will be provided to the Secretary at the next face-to-face meeting of the board to enable the Secretary to record the motion and the results of the vote accurately.

16.2. The Secretary will include a report of the email motion in the minutes of the next face-to-face board meeting.

16.3. The above rules apply with necessary changes in detail to electronic communications by a committee, unless the resolution establishing the committee prescribes other procedures.

#### **Rules of order**

17. The rules in the most current edition at any time of *Robert's Rules of Order* govern the proceedings at all meetings, except where those rules are inconsistent with these bylaws or the requirements of any applicable legislation.

#### **Quorum**

18. A quorum for all annual general meetings or special general meetings is the number of members equal to the number of directors most recently elected to office plus **3**.
- 18.1. Quorum will be determined just prior to the calling of any meeting to order.
- 18.2. If a quorum is not present within one-half hour, notice of a second meeting must be given to all members.
- 18.3. The second meeting must be held not more than 14 days after the first meeting.
- 18.4. Quorum at the second meeting is the greater of 3 members or the number of members present just before the first meeting was called to order.
- 18.5. A quorum for any face-to-face meeting of the board or any committee is a simple majority of the members of board or committee.
- (a) If a quorum is not present within twenty minutes of the scheduled time for the beginning of the meeting, notice of a second meeting must be given to all directors or committee members.
  - (b) The second meeting must be held within seven days of the first meeting.

- (c) A quorum at the second meeting is 3 directors or committee members.

#### **Inspection of records**

18. Any of the league's books and records may be inspected by any member in good standing
- (a) at the annual general meeting, or
  - (b) upon giving 14 days' hard copy notice to the President or Secretary at any time between the hours of 10:00 a.m. and 4:00 p.m., Monday to Friday, at the league's administrative office, or at such other day, time and place as may be agreed by the member and the President, Secretary, or other director in charge of the records.
- 18.1. Any director may have access to such books and records on request at any board meeting.

#### **Minutes**

19. The Secretary shall prepare and keep custody of minutes of proceedings of the league and the board.
20. The chair of each committee of the league shall prepare minutes of proceedings of the committee, and shall provide a copy to the Secretary within 14 days of each committee meeting.
- 20.1. The minutes of committee meetings in the custody of the Secretary are the official league record of committee meetings.

#### **Register of members**

21. The Secretary shall maintain the register of members as required by the *Societies Act*, unless the board appoints another director to do so.

#### **Financial records, budgets, financial decisions**

- 21.1. The league's fiscal year will end on July 31<sup>st</sup> each year.
22. The Treasurer shall submit to the members at the annual general meeting a financial statement setting out the league's income, disbursements, assets and liabilities for the most recent fiscal year, audited and signed by the society's auditor.

- 22.1. The league's auditor may be an accounting professional or an audit committee.
- 22.2. An audit committee must consist of at least two members who do not hold signing authority on any league accounts.
- 22.3. The Treasurer will prepare and the board will submit an annual budget for approval at the annual general meeting.
- 22.4. The board may
  - (a) open one or more accounts and
  - (b) approve signing officers for each account.
- 22.5. The board may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the board.
- 22.6. The board may by resolution appoint two or more directors to sign bills, notes, cheques, contracts, deeds.
- 22.7. In any one fiscal year, the board may spend not more than the amount approved at the immediately preceding annual general meeting or any subsequent special general meeting.
- 22.8. The league may by special resolution of the members borrow or raise or secure the payment of money or issue security for the payment of debts of the league.
- 22.9. The board may from time to time decide
  - (a) the amount of any penalty for late payment or non-payment of an amount owing to the league, either generally or on a case by case basis.
  - (b) establish a charge to be imposed against any person who gives to the league a cheque payable to the league that is dishonoured, whether for non-sufficient funds or otherwise.
23. The seal of the league will be used only when authorized by a resolution of the board or as otherwise permitted or required by law.

#### **Amendments to the bylaws**

24. These bylaws may be changed only by a special resolution of the members at a general meeting of the members.
  - 24.1. A hardcopy notice of any proposed changes to these bylaws must be as part of the notice to the

members of the general meeting at which the amendments will be considered.

#### **Dissolution of the league**

25. Upon dissolution of the league, all property remaining after the payment of any debts, shall be given to any non-profit organization selected by the members prior to dissolution provided that the recipient organization has objectives similar to those of the league.

Dated at the City of Edmonton, in the Province of Alberta, this 10th day of November, 2009.