



AVONMORE COMMUNITY LEAGUE - REVISED BYLAWS – APPROVED

Article 1: Name

The legal name of the organization will be “The Avonmore Community League,” hereinafter referred to as “the League.”

Article 2: Boundaries

The League will be bounded on the north side by 76 Avenue, on the south by Argyll Road, on the east by 75 Street, and on the west by Mill Creek Ravine and 89 Street.

Article 3: Definitions

3.1 “Board” means the Board of Directors consisting of the elected officers and directors as specified in these bylaws;

3.2 “executive committee” means the officers of the League being the President, Vice President, Secretary, and Treasurer;

3.3 “financial committee” means the Vice President, Treasurer and Bookkeeper. The President is an ex-officio member of this committee;

3.4 “special resolution” has the meaning given in the Societies Act and generally refers to an important decision requiring more stringent notice and voting requirements. A special resolution will be required for all bylaw revisions, significant financial matters outside the approved budget and expenditures over \$10,000.00, policy issues, or other major issues as specified in these Bylaws or at the discretion of the Board;

3.5 “annual general meeting” means a yearly general meeting required under the Societies Act;

3.6 “dwelling” has the meaning given in Bylaw 12800 the Edmonton Zoning Bylaw;

3.7 “electronic notice” means notice by email or similar means;

3.8 “family” means any two or more individuals, at least one of whom is aged 18 years or more, who reside in one dwelling;

3.9 “senior” means an individual who is 65 years or more;

3.10 "League" means Avonmore Community League;

3.11 "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;

Article 4: Membership

4.1 A member of the League is any individual aged 18 years or older who resides in Avonmore and who has paid a membership fee; or who is a member of a family that has paid a family membership fee.

4.2 An associate member of the league is

4.2.1 any individual aged 18 years or older who lives in the City of Edmonton outside Avonmore who has paid an associate membership fee; or

4.2.2 any corporation or other organization approved by the directors which has paid an associate membership fee.

4.3 An honorary membership

4.3.1 may be awarded by the Board 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 Avonmore

4.3.2 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

4.4.1 September 1st in the year the membership is paid or

4.4.2 the date the membership fee is paid to the next following August 31st.

4.5 Membership fees will be determined each year by the Board at the first meeting after the Annual General Meeting.

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Article 5: Meetings

5.1 General Meetings

5.1.1 Notice: At least 21 days' notice of all Annual General, or Special General meetings will be delivered using one or any combination of methods: mail, newsletter, e-mail, fax or by telephone to the last-known address or contact number of each member of the League.

5.1.2 Quorum: A quorum for all annual general meetings or special meetings is the number of members equal to the number of directors most recently elected to office plus 5. If a quorum is not present, then a second meeting will be held within seven days for the purpose of passing a specific motion(s). During that time, all efforts will be taken to inform all members about the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of members in attendance will be considered a quorum.

5.1.3 Annual General Meeting: The League will hold an Annual General Meeting no more than six months after the financial year-end for the presentation of the audited financial report, election of officers, presentation of the annual budget, and any business as deemed necessary by the membership or the Board.

5.1.4 Special General: meetings must be called by the President, within 21 days of the President receiving a written request for such meeting signed by 20 members of the League, or a resolution of the Board. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with.

5.2 Board Meetings

5.2.1 The Board will meet each month, except in the months of July and August. Additional or fewer meetings will be held as business needs determine based on the consensus of the Board. The Board shall set the day of the month for meeting at the first meeting after the Annual General Meeting.

5.2.2 Special Board Meeting: The President will, upon receipt of a written request signed by at least four members of the Board, call a Special Meeting of the Board within 14 days of receipt of the request. At least 7 days' notice (by phone, fax, e-mail or mail) will be given for any Special Board Meetings. Any call for a Special Board Meeting must include specific reference to the item(s) to be dealt with.

5.2.3 Quorum for any Board Meetings will be 50 per cent plus one of the filled positions of the Board. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.

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Article 6: Voting

6.1 At any meeting of the members

6.1.1 an associate member is not entitled to vote;

6.1.2 a family membership has a maximum of two votes for all adult members of that family;

6.1.3 an honorary member has no vote unless the the board expressly awarded the honorary member voting privileges when it awarded the honorary membership;

6.1.4 subject to the above limitations, any member is entitled to one vote at any meeting of the members;

6.1.5 voting by proxy is not allowed;

6.1.6 the chair may require any person to provide evidence of his or her membership before allowing that person to vote; and

6.1.7 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.

6.2 At any meeting of the members a show of hands will be adequate for voting, except for nominations/elections significant financial questions, and any controversial matters where a secret ballot will be required if requested by at least 3 of the members in attendance.

6.3 Any member may attend Board meetings, but will not be allowed to vote. The Board may, by resolution, determine the member's' ability to speak to a matter on the agenda.

6.4 Electronic communication for the purpose of considering a motion (an "electronic motion") by the Board is permitted by email, by conference telephone call or otherwise only if 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. The communication will allow for adequate discussion of the motion prior to voting and voting will have a deadline so as to require a response within a time frame, so members are clear when voting on an items is closed. The Secretary will include a report of the email motion in the minutes of the next face-to-face.

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Article 7: Auditing

7.1 The books, accounts, and records of the Treasurer will be audited once per year by a duly qualified accounting firm or by a minimum of two members to a maximum of four members of the League, not currently serving on the Board or related to anyone serving on the Board, elected for that purpose at the previous Annual General Meeting.

7.2 The auditor(s) will submit a complete and proper statement of the standing of the books for the previous year at the Annual General Meeting.

7.3 The fiscal year will end on March 31.

7.4 The books and records may be inspected by any member upon giving two weeks' notice and arranging a time satisfactory to the Directors in charge of the records. Board will at all times have reasonable access to such books and records.

Article 8: Board

8.1 The Board will, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the League.

8.2 Any Director may resign from the Board by submitting such request in writing to the President. Such resignation will be effective immediately.

8.3 In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Any other vacancies shall be filled by vote of the Board upon presentation of a candidate. Such appointment is to be ratified at the next General Meeting. The person so appointed will hold office for the remainder of the term of that member he/she is replacing would have held.

8.4 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.

8.5 No director shall be liable for the acts, errors, omissions or negligence of any other director.

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8.6 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: demnity described above, the league agrees at its own expense

8.6.1 all claims, fines or penalties of any kind

8.6.2 all costs, charges and expenses, by reason of being a director other than claims by the league, and 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

8.6.3 the Director acted honestly and in good faith with a view to the best interests of the league, and

8.6.4 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.

8.7 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

8.7.1 to make any application reasonably

8.7.2 to use its best efforts to obtain the

8.7.3 to reimburse the director and his heirs necessary to a court of competent jurisdiction, court's approval, and legal representatives for all legal fees and disbursements, reasonably incurred by the director to obtain the benefit of the indemnity if the court makes an order in favour of the director.

8.8 The positions on the Board are listed below. For detailed job descriptions of all Board members refer to the latest copy of "The Avonmore Community League Job Descriptions".

8.8.1 President: Manage the business of the Community League and ensure legal and ethical responsibilities are successfully completed. Guide the League in setting its policies, executing its decisions, and represent the concerns of Community

8.8.2 Vice President: Assist the President with managing the business of the Community League.

8.8.3 Treasurer: Ensure prompt payment of all debts incurred on behalf of the Community League and proper recording of said debts.

8.8.4 Secretary: Record the business of the Community League in a legally acceptable fashion. Keep the corporate seal of the League for use as required.

8.8.5 Civics Director: Act as a liaison on behalf of the Community League in regards to any community development issues relating to planning, development and transportation.

8.8.6 Facilities Manager: Oversee the use, maintenance, and operation of the Community League buildings and grounds.

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- 8.8.7 Membership Director: Recruit maximum membership volume and participation in the Community League to ensure an effective membership drive is carried out.
- 8.8.8 Programs/Social Director: To ensure programs and social events are offered in the community that meet the needs of the community.
- 8.8.9 Communications Directors: To ensure that all league sponsored events and activities, and other times of interest to the community are reported in the newsletter, website and any other communications venues.
- 8.8.10 Sports Director: Organize and supervise all sports activities supported by the League.
- 8.8.11 Fundraising and Grants Director: Research, plan and implement fundraising activities for the Community League, to find out about and apply for applicable grants.
- 8.8.12 Directors at Large: The league may by resolution at the Annual General Meeting of the members establish additional director-at-large positions.
- 8.8.12.1 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 assign duties and responsibilities.
- 8.8.12.2 Every director-at-large position terminates 12 months after it is established unless it is re-established at a general meeting of members.

Article 9: Committees

- 9.1 Executive Committee: The League's Executive Committee as described above (Article 3.2) may meet from time to time between Board Meetings if an issue of an urgent nature arises. All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.
- 9.2 Ad Hoc Committees: The League may at times create such Ad Hoc Committees as may be deemed necessary, either in General or Board' Meetings, in order to conduct the League's business, 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.
- 9.3 Standing Committees: The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board' Meetings. A standing committee will continue until terminated by resolution of the League or by resolution of the Board if the Board established the committee.

Article 10: Elections

- 10.1 Elections will be held at the Annual General Meeting. Officers and Directors will take office immediately following that Annual General Meeting.

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10.2 All terms will be for two years except for directors-at-large which will be for one year.

10.3 The President, Secretary, Fundraising & Grants Director and Civics Director positions will have their elections in years with even numbers.

10.4 The Vice President, Treasurer, Membership Director, Social/Program Director and Sports Director positions will have their elections in years with odd numbers.

10.5 The President, Treasurer, Secretary, Vice President will not hold office for more than three consecutive terms. Additional terms may be served with approval of the majority of members attending the Annual General Meeting by secret ballot.

10.6 An associate member may serve on the Board, providing they carry a membership in their home League and disclose their residency status prior to election or appointment. No more than one-quarter (1/4) of the Board can be associate members.

10.7 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.

Article 11: Disciplinary Hearing and Termination

11.1 The Board will be empowered to expel any member from membership or a Board Member from office for any conduct deemed injurious to the League or its purposes. This decision will be final.

11.2 Pending a full and proper hearing, such Member or Director will be placed on suspension.

11.3 The Board will hold a hearing where the member or Director, upon being given 14 days' notice, in writing, has the opportunity to attend and present his or her case. At the conclusion of the hearing, the majority vote of the Board will prevail. If the individual fails to attend the hearing, without excuse, the termination will be effective immediately. The vote shall be held by secret ballot.

11.4 The quorum for such a hearing will be two-thirds (2/3) of the Board.

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11.5 The Board will debate the matter at an in camera session and render a written decision in writing within 72 hours.

11.6 All complaints heard before the Board must be in writing and marked 'Confidential'. Such complaints must specify the bylaw violation or injurious behavior and cite attempts at discipline prior to the complaint being filed.

11.7 The Board may remove any Director from office, without a hearing, if he/she is absent from any three consecutive meetings without regrets.

Article 12: Remuneration

12.1 A director who performs services which are out of the scope of their position on the Board 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 of 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 approved the payment before the director provides the services.

12.2 The League may reimburse a director or member for expenses incurred as a result of performing the League's business on presentation of receipts or satisfactory evidence of the expenditure. Pre Approval is required if the total is estimated to exceed \$ 100.00.

12.3: The reimbursement rate for per diems, meals and personal vehicles will be the same as the used by Government of Alberta for its employees. A copy of current rates will be posted annually with the by-laws.

Article 13: Financial

13.1 The Board may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

13.2 For the purpose of carrying out its objectives, the League may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board.

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by the executive members who have been granted signing authority by resolution of the Board. Signing authority can be any four of the following

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positions President, Vice President, Treasurer and Secretary. If any of these four positions are vacant then, the Board shall appoint another director to have signing authority. There will be an additional board member designated to be available to sign, for a total of 5 Board members with signing authority..

13.4 The Annual Budget will be submitted by the Treasurer to the Board for approval. The approved budget will be circulated at the Annual General Meeting for information purposes.

13.5 The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.

13.6 No two members of the same household or family will be signing authorities. Also no signing authority will sign a cheque where they are the payee or someone from their family or household is a payee.

Article 14: Amendments to the Bylaws

14.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting within 21 days' notice in writing.

14.2 Any proposed changes must be reviewed at a Board meeting before being forwarded to a General, Special General, or Annual General Meeting.

Article 15: Dissolution

15.1 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.

Article 16: Parliamentary Authority

16.1 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.

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Article 17: Administration

17.1 The use, care, and safekeeping of the seal of the League will be the responsibility of the Secretary, and it will be used only when authorized by a resolution of the Board, and it will be affixed to documents and instruments when required by law or convention.

17.2 The Board has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business.

17.3 The League will retain membership in the Edmonton Federation of Community Leagues (EFCL). The Board shall appoint a designate to attend meetings of the EFCL.

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