

**WOODCROFT
COMMUNITY
LEAGUE
BY-LAWS**

Article 1: Name

- 1.1 The legal name of the organization will be “The Woodcroft Community League,” hereinafter referred to as “the league.” The League is incorporated under The Societies Act.

Article 2: Boundaries

- 2.1 The League will be bounded on the North side by 118 Avenue, on the East side by Groat Road, on the West Side by 142 Steet, and the South side by 111 Avenue.

Article 3: Definitions

- 3.1 **Board of Directors** will consist of the elected officers and directors as specified in these by-laws.
- 3.2 **Executive Committee** will consist of the officers of the League being the President, Vice President, Secretary, and Treasurer.
- 3.3 **Officer** shall mean a member of the Executive.
- 3.4 **Special Resolution** shall mean a resolution passed by a majority of not less than three-fourths of members, in good standing, present in person at an Annual Meeting, or at a Special General Meeting called for the express purpose, upon the giving of 21 days notice, or as provided in the Societies Act of Alberta.
- 3.5 **Annual Meeting** or **Special General Meeting** shall mean a meeting that has been called in accordance with these Bylaws and to which all members are eligible to attend for the purpose of carrying on the business of the League.

Article 4 Objectives

- 4.1 The objectives of the League will be to improve the quality of life for all residents within our boundaries:
- To provide cultural, social and lifelong learning activities as well as sports and recreational programs;

- To facilitate consultation in land use planning and development, and transportation matters that apply to our neighborhoods;
- To provide facilities in which to conduct the activities of the League.

Article 5 Membership

- 5.1 Any person, 18 years of age and older, residing in the afore mentioned boundaries may become a member upon payment of the required membership fee.
- 5.2 Under special circumstances, a complimentary membership can be obtained on approval of the Board of Directors.
- 5.3 All members are admitted only on the condition of submission to the by-laws and rules of the League.
- 5.4 Honorary Life Membership may be conferred upon anyone, with one vote per member, who has provided service to the League and has made significant, positive contribution to the League. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.
- 5.5 Associate Membership – a non-voting member (any business or institution located within the boundaries of the League or non-resident person who wishes to support the League who has first purchased membership in their home league). Associate members may volunteer for the League in a non-governance capacity.
- 5.6 The membership year will be from September 1 to August 31 of each year.
- 5.7 Withdrawal or termination of membership: Withdrawal will be by providing a letter to the secretary of the League, non-payment of annual fees or moving out of the defined boundaries of the League. Termination of membership for just cause will be dealt with in the manner prescribed in Article 12.

Article 6 Meetings

6.1 General Meetings

6.1.1 Notice: At least 21 days of notice of all Annual or Special General Meetings will be communicated by mail, fax, email, newsletter, or Internet web site to each member of the league.

6.1.2 The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.

6.1.3 Quorum: One quarter of the society's members shall constitute a quorum at all meetings of the members. If after thirty (30) minutes, one quarter of the society's members is not in attendance, then the members present shall constitute a quorum.

6.2 Annual General Meeting: The League will hold an Annual General Meeting no less than ninety days or greater than six months after the financial year-end for the presentation of the financial report and election of officers.

6.3 Special General Meetings shall be called by the President, (a) within 30 days of receipt of a written request for a Special General Meeting, signed by 10% of members of the League; or (b) at any other time, at the discretion of the President. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with.

6.4 The Board of Directors will meet each month, except in the months of July and August. The Board shall set the day of the month at the first meeting after the AGM.

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

6.4.2 Quorum for any Board of Directors' Meetings will be half of the occupied Board positions (occupied by virtue of election or appointment and Board ratification). 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.

Article 7 Voting

- 7.1 Any full member as specified in section 6.1 who is in good standing, having paid the membership fee is entitled to vote at any annual general meeting or special general meeting.
- 7.2 Such voting must be made in person, and not by proxy or otherwise.
- 7.3 Any member may attend the Board of Directors meetings, but will not be allowed to vote. The Board may, by resolution, determine the members' ability to speak to a matter on the agenda.
- 7.4 A show of hands will be adequate for voting on all matters, except for nominations or elections where a position is contested, or on controversial matters where a secret ballot is required or can be requested.
- 7.5 In the event of any vote resulting in a tie, the President of the meeting shall have a deciding vote.

Article 8 Auditing

- 8.1 The books, accounts, and records of the Treasurer will be audited once per year by a duly qualified accountant, or by two members of the League.
- 8.2 The Treasurer or auditor at the Annual General meeting will submit a complete and proper statement of the standing of the books for the previous year.
- 8.3 The Fiscal year will end on August 31.

8.4 The books and records may be inspected by any member at the Annual General Meeting, or at anytime upon giving two weeks notice and arranging a time satisfactory to the Directors in charge of the records. All members of the Board of Directors will at all times have reasonable access to such books and records.

Article 9 Board of Directors

9.1 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.

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

9.3 If a Board position is vacant subsequent to the Annual General Meeting elections, the Board has the authority to recruit and appoint a community league member to that position and the appointment must be ratified by a unanimous vote of the Board of Directors.

9.4 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. 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.

9.5 The Board of Directors, and their respective duties, is as follows:

9.5.1 **President:** The President will:

- preside at all meetings;
- be an ex-officio member of all committees, except a Nominating Committee;
- be charged with the general supervision of all the activities of the League;
- nominate a Director who is willing to serve and stand in for or replace the President, as circumstances require;
- is a member of the Executive Committee
- is a signing authority, and
- act as the official spokesperson of the League or appoint a designate.

9.5.2 **Vice President:** The Vice President will:

- preside at any meeting the President is absent from;
- assume any duties from the President as required;
- act as a signing authority;
- be responsible for the annual review of the by-laws, Policies and Procedures; and
- be a member of the Executive Committee.

9.5.3 **Secretary:** The Secretary will:

- attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same;
- responsible for the minute and meeting notice distribution;
- have charge of minute book and other records;
- have charge of all correspondence of the League under the direction of the President and the Board;
- act as signing authority;
- be a member of the Executive Committee; and
- have charge of the seal of the society.
- In the absence of the Secretary, such officer as may be appointed by the Board will discharge these duties.

9.5.4 **Treasurer:** The Treasurer will:

- be responsible for all financial records of the League;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts;
- report the financial standing at every Board and General Meeting;
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the League;
- recommend, in conjunction with the President, an Annual Budget to the Board of Directors;
- act as a signing authority for the League; and
- is a member of the Executive Committee

9.5.5 Members at Large:

- The Board of Directors may create positions on the Board on an ad hoc basis as deemed necessary.
- See Policy Manual for sample positions
- There will be a maximum of 7 Members at Large positions

Article 10 Committees

- 10.1 Executive Committee: The Leagues' Executive Committee as described above 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.
- 10.2 Ad Hoc Committees: the League may at times create such Ad Hoc Committees as may be deemed necessary, either in General or Board of Directors' Meetings, in order to conduct the League's business. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or at a General Meeting. Such Committees will be answerable to and report to the Board and will have a definite time of termination at the time they are created.
- 10.3 Standing Committees: The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors' Meetings. *Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or in a General Meeting. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.

Article 11 Elections

- 11.1 Elections will be held at the Annual General meeting. Officers and Directors will take office immediately following that Annual General Meeting.
- 11.2 All terms will be for two years.

- 11.3 No member of the Board of Directors will hold the same office for more than three consecutive terms.
- 11.4 A person appointed or elected becomes a director if they were present at the meeting when 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 12 Disciplinary Hearing and Termination

- 12.1 The Executive Committee 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.
- 12.1.1 Pending a full and proper hearing, such Member or Director will be placed on suspension.
- 12.1.2 The Executive Committee 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 Executive Committee will prevail. If the individual fails to attend the hearing, without excuse, the termination will be effective immediately.
- 12.1.3 The quorum for such a hearing will be two-thirds (2/3) of the Executive Officers.
- 12.1.4 The Executive Committee will debate the matter 'in private' and render a decision in writing within 72 hours.
- 12.2 All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the by-law violation or injurious behavior and cite attempts at discipline prior to the complaint being filed.
- 12.3 The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from any three consecutive meetings without an acceptable reason for the absences.

Article 13 Remuneration

13.1 No Director will receive any remuneration for his/her services. A Director may receive reimbursements for expenses, with presentation of receipts, incurred as a result of performing the League's business.

Article 14 Financial

14.1 The Board of Directors 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.

14.2 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 of Directors.

14.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by any two of the Directors which have been granted signing authority by resolution of the Board of Directors.

14.4 The Annual Budget will be approved by the Board of Directors and presented as information to the membership at the AGM or at a Special General meeting in the fall, and will be circulated to the members with the Notice of the General Meeting.

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

14.6 No two members of the same household will be signing authorities. Also, no signing authority will sign a cheque where they are the payee.

Article 15 Amendments to the By-Laws

15.1 These by-laws may be rescinded, altered, or added to by a Special Resolution at an Annual General Meeting or a Special General Meeting with 21 days' notice in writing.

15.2 Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to an Annual General Meeting or a Special General Meeting.

Article 16 Dissolution

16.1 Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become 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 Tri-partite License Agreement.

Article 17 Parliamentary Authority

17.1 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 by-laws or the requirements of the Societies Act.

Article 18 Administration

18.1 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 of Directors, and it will be affixed to documents and instruments when required by law or convention.

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

18.3 The League will retain membership in the Edmonton Federation of Community Leagues.

Article 19 Privacy

- 19.1 The League will collect personal information such as address, contact and residence information only for the purpose of administering and enhancing League programs. Health insurance or emergency contact information may be collected as required to administer sports or recreational activities. Aggregate information such as age or gender profiles of the community without identification of individuals may be used to develop League programs.
- 19.2 Personal information will not be sold or released to any commercial or other organization except in accordance with requirements under the law and as specified at the time of collection of the information.
- 19.3 Personal information will be kept by the Director in charge of handling the membership information or by the specific administrator of the relevant program requiring the information. Any member may verify his/her own information on request to the Director in charge of handling the membership information or the program administrator within a reasonable time. A member requesting to verify or update information must be able to provide proof of identity before accessing his/her own personal information held by the League, and anyone holding such personal information may not disclose it except in accordance with these by-laws.
- 19.4 The League will abide by the Privacy guidelines of the Edmonton Federation of Community Leagues.
- 19.5 Any issues or concerns regarding the safekeeping or use of personal information may be addressed to the President.