

# BLACKMUD CREEK COMMUNITY LEAGUE BYLAWS

## 1. Name

- 1.1. The legal name of the organization will be "The Blackmud Creek Community League," hereinafter referred to as "the League."

## 2. Boundaries

- 2.1. The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows: From the intersection point of Calgary Trail and 41 Avenue SW northeast along Calgary Trail to Anthony Henday Drive, west along Anthony Henday Drive to 111 Street SW, south along 111 Street SW to James Mowatt Trail SW to 41 Avenue SW, east along 41 Avenue SW to Calgary Trail. The boundaries are to follow centre lines of the indicated roadways.

## 3. Definitions

- 3.1. **Board of Directors:** Will consist of the elected officers and directors as specified in these bylaws.
- 3.2. **Executive Committee:** Will consist of the officers of the League being the President, Vice President, Secretary, and Treasurer.
- 3.3. **A Special Resolution**, a resolution at any meeting for which 21 days notice has been provided, requiring a vote of three-quarters (3/4) majority. A special resolution will be required for all Bylaw revisions, significant financial matters outside the approved budget and over \$5000, or other major issue as specified in these Bylaws or at the discretion of the Board of Directors.
- 3.4. Where the masculine gender is used in these bylaws, the same shall be construed as including the feminine gender where the context or the party referred to so requires.

## 4. Membership

- 4.1. Any resident within the stated boundaries will be a Full Member upon payment of the membership fee, provided he/she agrees with the objectives of the League. There will be the following categories of membership:
  - 4.1.1. **Family** (any individual or a group residing in one household acting as a family unit) with a maximum of two votes per household.
  - 4.1.2. **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.
- 4.2. **Associate Membership** – any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league who has first purchased membership in their home league may be a non-voting member. Associate Members may volunteer for the League in a non-governance capacity.
- 4.3. Membership fees will be determined each year at the Annual General Meeting.
- 4.4. The membership year will be from September 1 to August 31 of each year.
- 4.5. Residency is defined as an owner occupied primary residence and, if requested, can be proven to the League by a current Alberta Operator's License or Alberta Identification Card.
- 4.6. A Member can withdraw by providing a letter to the Secretary of the League.
- 4.7. A Member shall automatically cease to be one by moving outside of the stated boundaries or by non-payment of dues.
- 4.8. Membership is a privilege and may be rescinded by a Board decision with a majority vote at a Special, General, Annual General or Board Meeting. The Member whose expulsion is proposed must be given at least 10 days' notice prior to the meeting and be given the opportunity to attend. Notice requirement will be considered met with an email notification to the email on record with the League.
- 4.9. Although a Member ceases to be a Member, by withdrawal, death, termination or otherwise, he is liable for any debts owing to the League at the date of ceasing to be a Member. All League property must be returned to BCCL within 30 days of ceasing to be a Member.

## 5. Meetings

- 5.1. At least 21 days' notice of all Annual, General, or Special General meetings will be delivered by mail or electronically to the last-known address or email address of each member of the League.
  - 5.1.1. **Quorum:** A quorum for all Annual, General, or Special General Meetings will be 12 members.
  - 5.1.2. If a quorum is not present at a meeting, then a second meeting will be called for the

purpose of passing a specific motion(s) seven days later. During that time, all efforts will be taken to inform all Directors or members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people attendance will be considered a quorum.

**5.2. 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.

**5.3. 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 30% 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.

**5.4.** The Board of Directors will meet monthly, with meetings in the months of December, July and August optional.

**5.4.1. 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 e-mail 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.

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

## 6. Voting

**6.1.** Any Full Member as specified in Section 4, who is of the age of majority and is in good standing, upon payment of the membership fee, is entitled to vote.

**6.2.** Such voting must be made in person and not by proxy or otherwise.

**6.3.** Meetings of the Board are open to members of the League, but only Directors may vote. The Board may, by resolution, determine the members' ability to speak to a matter on the agenda. A majority of the Directors present may ask any other Members, or other persons present, to leave.

**6.4.** A show of hands will be adequate for voting, unless a secret ballot is determined necessary by the Board.

**6.5.** Attendance and voting via teleconference or videoconference is permitted at Board of Director's meetings, but in-person attendance is preferable.

## 7. Auditing

**7.1.** The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the League, not currently serving on the board, elected for that purpose at the Annual General Meeting.

**7.2.** That auditor at the Annual General Meeting will submit a complete and proper statement of the standing of the books for the previous year.

**7.3.** The fiscal year will end on December 31.

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

## 8. Board of Directors

**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 must be a Full Member in good standing in our League.

**8.3.** There can only be one member of the Executive Committee per household at any one time.

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

**8.5.** The Board may remove a Member from office for failure to properly complete the duties of that position, at the sole discretion of a majority of the Board.

**8.6.** A Director may be terminated by a Board decision with a majority vote at a Special, General, or Annual General Meeting, or by an 80% vote at a Board Meeting. The Director whose expulsion is proposed must be given at least 10 days' notice prior to the meeting and be given the opportunity to attend. Notice requirement will be considered met with an email notification to the email on record with the League.

- 8.7. If a Board position is vacant subsequent to the Annual General Meeting elections, the Board has authority to recruit and appoint a community league member to that position and the appointment must be ratified by a majority of the Board of the Directors at a meeting with quorum.
- 8.8. 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. This period of time will not count towards the maximum term that a person can serve in a single Board position.
- 8.9. Additional Director positions may be added depending on the needs of the community. Director positions will be approved at an Annual General Meeting and all election bylaws and procedures will apply.
- 8.10. Upon completion of a term or termination, a Director is responsible for returning all League property and materials to BCCL within 30 days.
- 8.11. The Board of Directors, and their respective duties, is as follows:
- 8.11.1. **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.
- 8.11.2. **Vice President:** The Vice President will:
- preside at any meetings the President is absent from;
  - assume any duties from the President as required;
  - acts as a signing authority;
  - responsible for the annual review of the Bylaws, Policies and Procedures; and
  - is a member of the Executive Committee.
- 8.11.3. **Secretary:** The Secretary will:
- attend all Board, Special, and General meetings of the League and the Annual General Meeting, and keep accurate minutes of the same. In the absence of the Secretary, such officer as may be appointed by the meeting Chair will discharge these duties;
  - 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 a signing authority;
  - is a member of the Executive Committee; and
  - have charge of the seal of the society.
- 8.11.4. **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.

- 8.11.5. Program Director:** The Program Director will:
- be responsible for all matters pertaining to social activities of the League, including dances, social nights, etc.be responsible for all programs, including talent competitions, educational events, Playschool, etc.
  - prepare an annual budget for social activities and programs and submit it to the Treasurer;
  - review and prepare policy and procedures with respect to social activities and programs, and
  - report monthly to the Board of Directors
- 8.11.6. Sports Director:** The Sports Director will:
- be responsible for all matters pertaining to sports, including the registration and organization of baseball, soccer, etc.
  - recruit representatives or act as the representative to the sports governing bodies;
  - prepare an annual budget for the sports programs and submit it to the Treasurer;
  - review and prepare policy and procedures with respect to sports programs, and
  - report monthly to the Board of Directors
- 8.11.7. Membership Director:** The Membership Director will:
- be responsible for the organization, timing and completion of the annual Membership campaign;
  - keep a record of and maintain the membership lists and other records pertaining to membership;
  - ensure compliance with the EFCL Code of Ethics with respect to selling memberships;
  - prepare an annual budget for membership and submit it to the Treasurer;
  - review and prepare policy and procedures with respect to membership; and
  - report monthly to the Board of Directors.
- 8.11.8. Fund Raising Director:** The Fund Raising Director will:
- direct fundraising activities as decided by the League;
  - schedule individuals and groups to staff Casino/Bingo sessions sponsored by the League and attend meetings on any Casino/Bingo organizations with which the League affiliates;
  - maintain accounts and pay money to League approved expenses from Casino/Bingo generated income, and
  - apply for permits and ensure government regulations are followed regarding Casino/Bingo operations and revenue.
- 8.11.9. Facilities Director:** The Facilities Director will:
- be responsible for the supervision of facility rentals, ensuring league access takes priority;
  - be responsible for the updating of signs at league facilities;
  - be responsible for the development and maintenance of the community centre, rinks, parking lot, and other league facilities;
  - prepare an annual budget for the facilities and submit it to the Treasurer;
  - review and prepare policy and procedures with respect to the facilities; and
  - report monthly to the Board of Directors
- 8.11.10. Civics Director:** The Civics Director will:
- liaison with Planning and Development, Transportation, City Council, etc.;
  - provide liaison to the Board with any Ad Hoc Committees relating to specific development issues;
  - prepare a project budget for committee and submit it to the Treasurer; and
  - Report monthly to the Board of Directors.
- 8.11.11. Directors at Large:** Directors at Large will:
- hold an introductory Board position with no specific portfolio, but with all the privileges and responsibilities of a Board member;
  - work with and aid other Board members as required; and
  - report monthly to the Board of Directors.

- 8.11.12. Communications Director:** The Communications Director will:
- be responsible for the administration of newsletters, social media, and surveys;
  - be responsible for the updating of signs at parks and along roadways;
  - be responsible for the maintenance of the League website;
  - arrange for publicity for league events;
  - prepare an annual budget for publicity and submit it to the Treasurer;
  - review and prepare policy and procedures with respect to publicity; and
  - report monthly to the Board of Directors

## 9. Committees

- 9.1. Executive Committee:** The Leagues' Executive Committee as describe above may meet from time to time between Board Meetings for planning purposes or 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 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.
- 9.3. 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.

## 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.
- 10.2.** All terms will be for one year.
- 10.3.** No member of the Board of Directors will hold the same office for more than three consecutive terms.
- 10.4.** 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.

## 11. Remuneration

- 11.1.** No Director will receive any remuneration for his/her services. A Director may receive reimbursements for reasonable expenses, with presentation of detailed receipts, incurred as a result of performing the League's business. Expenses must fit within the approved budget or be approved by the Board previous to incurring the expense.

## 12. Financial

- 12.1.** The Board or 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.
- 12.2.** 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.
- 12.3.** 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.
- 12.4.** The Annual Budget will be approved by the Board of Directors and presented as information to the membership at the AGM or at a General Meeting in the fall, and will be circulated to the members with the Notice of the General Meeting.
- 12.5.** The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.
- 12.6.** No two members of the same household will be signing authorities. Also no signing authority will sign a cheque where they are the payee.

### **13. Amendments to the Bylaws**

- 13.1. These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting with 21 days' notice in writing.
- 13.2. Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting.

### **14. Dissolution**

- 14.1. 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.

### **15. Parliamentary Authority**

- 15.1. 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.

### **16. Administration**

- 16.1. 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.
- 16.2. 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.
- 16.3. The League will retain membership in the Edmonton Federation of Community Leagues.

### **17. Privacy**

- 17.1. 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.
- 17.2. 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.
- 17.3. Personal information will be kept by the Membership Director or by the specific administrator of the relevant program requiring the information. Any member may verify his/her own information on request to the Membership Director 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 bylaws.
- 17.4. The League will abide by the Privacy guidelines of the Edmonton Federation of Community Leagues.
- 17.5. Any issues or concerns regarding the safekeeping or use of personal information may be addressed to the President.

### **18. Protection and Indemnity of Directors and Officers**

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