

# **BONNIE DOON COMMUNITY LEAGUE BYLAWS**

As Amended at the May, 2014 Annual General Meeting

## **Article One: Introduction**

- 1.1 The name of the Society is Bonnie Doon Community League (BDCL).
- 1.2 **Definitions: The terms used in these Bylaws have the following meanings:**
  - 1.2.1 “**BDCL**” means the Bonnie Doon Community League, which is that portion of the City of Edmonton designated as such by the Federation of Community Leagues and is bounded on the West by Millcreek, on the North by Connor’s Road, on the east by 83 Street and on the South by 82 Avenue.
  - 1.2.2 “**Board**” means the Board of Directors of the Bonnie Doon Community League.
  - 1.2.3 “**Director**” means an Officer or a Chair of a Board Committee listed in articles 4.4.1.1 through 4.4.1.10 but does not include the chair or member of a Committee established under article 4.4.2.
  - 1.2.4 “**General Meeting**” means an Annual General Meeting or a Special General Meeting.
  - 1.2.5 “**Member**” means a resident of Bonnie Doon Community League in good standing.
  - 1.2.6 “**Associate Member**” means a non-voting individual who purchased Bonnie Doon Community League membership, but does not reside in the Bonnie Doon Community.
  - 1.2.7 “**Pecuniary Interest**” is defined in 4.1.7.1 b
  - 1.2.8 “**Registered Office**” means the home of a Director unless secure office space is available at Bonnie Doon Community League’s hall.
  - 1.2.9 “**Officer**” and “**Signing Officer**” mean the President, the Vice-President, the Treasurer, and the Secretary.
- 1.3 **Interpretation**
  - 1.3.1 These Bylaws shall be interpreted broadly and generously.
  - 1.3.2 Headings are for convenience only and do not affect the interpretation of these Bylaws.

## **Article Two: Membership**

- 2.1 **Application for membership**

Any individual may become a Member of the BDCL upon payment of the required membership fee; however, only individuals who reside or own a real property in the BDCL have voting privileges.
- 2.2 **Membership fees**
  - 2.2.1 The membership year is September 1- August 31.
  - 2.2.2 The annual membership fee is set and approved by the Board.

2.2.3 The annual Membership can be purchased at any time, but will expire each year on the 31<sup>st</sup> day of August. For example, a 2009-2010 membership will expire August 31, 2010.

## **2.3 Rights and privileges of Members**

### **2.3.1 Any Member is entitled to:**

- a) Receive notice of General Meetings of the BDCL;
- b) Attend General Meetings of the BDCL;
- c) Speak at General Meetings of the BDCL;
- d) Vote;
- e) Run for the Board of Directors; and
- f) Inspect these bylaws, the financial statements, the minutes of an Annual General Meeting and any document that the Societies Act requires a society to disclose at any time upon giving reasonable notice to the Secretary.

## **2.4 A Member is in good standing when:**

- a) The Member has paid membership fee or other required fees to the BDCL; and
- b) The Member is not suspended as a member as provided for under Article 2.5 below.

## **2.5 Suspension of Rights and Privileges of Membership**

### **2.5.1 Decision to Suspend**

2.5.1.1 The Board shall hold a Special Meeting called for that purpose and may suspend the rights and privileges of a Member for one or more of the following reasons:

- a) If the Member has failed to abide by the Bylaws;
- b) For any cause which is deemed sufficient against the interests of the BDCL.

### **2.5.2 Notice to the Member**

2.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive at least two weeks notice before the Special Meeting.

2.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the BDCL. A Director may also deliver the notice.

### **2.5.3 Decision of the Board**

2.5.3.1 The Member will have the opportunity to appear before the Board to address the matter. All Members are welcome to attend the hearing.

2.5.3.2 The Board shall determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

2.5.3.3 The Board may exclude the Member from discussion of the matter, including the deciding vote.

2.5.3.4 The decision of the Board shall be final.

## **2.6 Termination of membership**

### **2.6.1 Resignation**

2.6.1.1 Any Member may resign from the BDCL by sending or delivering a written notice to the registered office of the BDCL or by failing to renew the annual membership.

2.6.1.2 Once the notice is received, the Member's name is removed from the membership list, which is maintained by the chair of the membership committee. The Member shall be considered to have ceased being a Member on the date his/her name is removed from the membership list.

### **2.6.2 Death or Dissolution**

2.6.2.1 Membership ends upon death of the Member or dissolution of the organization.

### **2.6.3 Expulsion**

2.6.4.1 The BDCL may by Special Resolution at a Special General Meeting, called for such a purpose, expel any Member for any cause which is deemed sufficient against the interests of the BDCL. The decision will indicate the length of time of the expulsion before the Member may reapply.

2.6.4.2 On passage of the Special Resolution, the name of the Member is removed from the membership list.

2.6.4.3 The decision of the Board shall be final.

## **2.7 Transfer of membership**

2.7.1 A BDCL Membership is not transferable.

## **2.8 Continued liability for debts due**

2.8.1 Should a Member cease to be a Member by dissolution, resignation or otherwise, the Member shall be liable for any debts owed to the BDCL at the date of ceasing to be a Member.

## **2.9 Limitation of liability of Members**

2.9.1 No Member, in his/her individual capacity, shall be liable for any debt or liability of the BDCL.

## **Article Three: Meetings of the BDCL**

### **3.1 Proceedings at the Annual or a Special General Meeting**

#### **3.1.1 Rules of order**

3.1.1.1 Robert's Rules of Order will govern the conduct of all General Meetings of the BDCL, except as they may be superseded by these By-laws or by the provisions of the Societies Act of Alberta.

### **3.1.2 Quorum**

3.1.2.1 Eighteen (18) Members of the BDCL at the General Meeting constitute a quorum.

3.1.2.2 If no quorum is present within one-half hour of the time a General Meeting is set to begin, it shall stand recessed until a date determined by the Chair. The date chosen by the Chair shall be within fourteen days of the date of the original meeting scheduled.

If no quorum is present within one-half hour of the time the second meeting is set to begin, the meeting shall proceed with those Members who attend.

3.1.2.2 Each member shall have one (1) vote only and must vote personally and not by proxy.

## **3.2 Annual General Meeting**

**3.2.1** The fiscal year of the BDCL shall end on the 31<sup>st</sup> day of December each year. The Annual General Meeting shall be held before the end of April each year. The Board shall set the place, date and time of the meeting. Up-to-date financial records will be at the Annual General Meeting.

**3.2.2** Notice shall be given to each BDCL Member by the secretary by: e-mail, telephone or by any other effective method at least twenty-one days before the Annual General Meeting. The notice shall state the place, date and time of the Annual General Meeting and any business requiring a special resolution.

### **3.2.3 Agenda for the Annual General Meeting**

3.1.3.1 The Annual General Meeting shall deal with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the president's report;
- d) reviewing the financial statements;
- e) appointing the auditors if necessary;
- f) electing the members of the Board of Directors; and
- g) considering other matters specified in the meeting notice.

## **3.3 Special Meeting of the BDCL**

### **3.3.1 Calling of Special General Meeting**

3.3.1 A Special General Meeting may be called at any time:

- a) by a resolution of the Board to that effect;
- b) on the written request of at least three Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- c) on the written request of at least one-third of the Members. The request must state the reason for the Special General Meeting.

### **3.3.2 Notice**

Notice shall be given to each BDCL Member by e-mail, telephone or by any other effective method at least seven (7) days before the Special General Meeting. The notice shall state the place, date and time of the Special General Meeting and any business requiring a special resolution.

### **3.3.3 Agenda for the Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting will be considered at the Special General Meeting.

### **3.3.4 Presiding officer**

3.3.3.1 The president chairs every General Meeting of the BDCL. The vice-president chairs in the absence of the president.

3.3.3.2 If neither the president nor vice-president is present within one-half hour after the set time for the general meeting, the Members present shall choose one of the Members to chair.

### **3.3.4 Minutes, records and correspondence**

3.3.4.1 The secretary shall ensure that the minutes and records of the BDCL meetings are taken and kept on file. The secretary shall be responsible for regular mail collection and for all matters relating to incoming and outgoing correspondence based on the direction provided by the Board.

### **3.3.5 Recess**

3.3.5.1 The president may recess any General meeting with the consent of two thirds of the Members of the meeting. The reconvened General Meeting conducts only the unfinished business from the initial meeting.

No notice is necessary if the General Meeting is recessed for less than fourteen days.

### **3.3.6 Voting**

3.3.6.1 A show of hand decides every vote at every General Meeting.

3.3.6.2 In the case of a tie vote, the chair of the meeting shall have a deciding vote or the motion is lost

3.3.6.3 A simple majority of the voting Members present decides the issue unless otherwise stated in these By-laws.

3.3.6.4 The chair declares a resolution carried or lost. The statement does not have to include the number of votes for or against the resolution.

3.3.6.5 A minimum of five Members may request a ballot vote. The chair shall accommodate a ballot vote at that meeting.

3.3.6.6 Members may withdraw their request for a ballot.

### **3.3.7 Failure to give notice of meeting**

3.3.7.1 No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member; or
- b) any error in any notice that does not affect the meaning.

### **3.3.8 Written resolution of all the voting members**

3.3.8.1 All voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **Article Four: Governance of the BDCL**

### **4.1 The Board of Directors**

#### **4.1.1 Governance and management of the BDCL**

4.1.1.1 The Board of Directors governs the affairs of the BDCL.

#### **4.1.2. Members of the Board**

4.1.2.1 The Board shall consist of the Directors.

#### **4.1.3 Composition of the Board**

4.1.3.1 The Board shall consist of a minimum of 7 and a maximum of 14 individuals.

#### **4.1.4 Election of the Directors**

4.1.4.1 The nominating committee shall solicit nominations for Directors and shall place all nominations before the Members at the Annual General Meeting.

4.1.4.2 The Board shall accept further nominations at the Annual General Meeting; however, any Member nominated at the Annual General Meeting must be present.

4.1.4.3 Directors shall be elected for a 2 year term.

#### **4.1.5 Resignation, removal and replacement of a Director**

4.1.5.1 A Director may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation, whichever is earlier.

4.1.5.2 In the event that a Director is absent from four consecutive meetings, the Board shall pass a motion either to excuse the Director's absences or to remove the Director.

4.1.5.3 Two-thirds of Members present at a Special General Meeting of the BDCL may remove a Director from the Board before the end of his or her term.

4.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint any Member to fill that vacancy for the remainder of the term.

#### 4.1.6 **Meetings of the Board**

- 4.1.6.1 The Board shall hold a minimum of one (1) meeting every three months.
- 4.1.6.2 The president shall call the meetings of the Board. The president also calls a meeting if any two Directors make a request in writing and state the business for the meeting.
- 4.1.6.3 Ten days notice for Board meetings shall be sent by mail or email. Directors may waive notice.
- 4.1.6.4 Five (5) Directors, inclusive of the president, present at any Board meeting shall constitute a quorum.
- 4.1.6.5 If there is no quorum, the president recesses the meeting to a future time, place and day.
- 4.1.6.6 The secretary shall ensure minutes and records of the Board of Director's meetings are taken and kept on file.
- 4.1.6.7 Each Director, including the chair has one vote. All matters shall be decided by majority vote.

#### 4.1.7 **Conflict of Interest**

4.1.7.1 In this Article,

- a) "corporation", "distributing corporation", "shareholder", "voting shares", "voting rights", "director" and "officer" have the meanings given to them in the Business Corporations Act:
- b) "pecuniary interest" means, with respect to a person, an interest in a matter that could monetarily affect:
  - i) the person;
  - ii) a partnership or firm of which the person is a member; or
  - iii) a corporation, partnership, firm, government or person that employs the person.

4.1.7.2 For the purposes of this Article, except section 4.1.8, the pecuniary interests that are known to the person or of which the person reasonably should know shall be deemed to be the pecuniary interests of the person.

#### 4.1.8 **Disclosure of Pecuniary Interest**

- 4.1.8.1 When a Director has a pecuniary interest in a matter before the Board, any committee of the Board or any commission, committee or agency to which he is appointed as a representative of the Board, the Director shall if present:
  - a) disclose the general nature of the pecuniary interest prior to any discussion of the matter;
  - b) abstain from voting on a question relating to the matter;
  - c) subject to subsection 3, abstain from the discussing the matter; and

- d) subject to subsection (2) and (3), leave the room in which the meeting is being held until the discussion and voting on the matter are concluded.

4.1.8.2 If the matter with respect to which the Director has a pecuniary interest is the payment of an account for which funds have previously been committed, it is not necessary for the Director to leave the room.

4.1.8.3 If a Director is temporarily absent from a meeting when a matter in which he has a pecuniary interest is introduced, he shall, immediately on his return to the meeting or as soon thereafter as he becomes aware that the matter has been considered disclose the general nature of his pecuniary interest in the matter.

4.1.8.4 The abstention of a Director under section (4.1.10.1) and disclosure of a Director's pecuniary interest under subsection (4.1.10.3) shall be recorded in the minutes of the meeting.

4.1.8.5 If a Director

- a) has a pecuniary interest in a matter before the Board or any committee of the board or any commission, committee or agency to which s/he is appointed as a representative of the Board; and
- b) makes a disclosure of that pecuniary interest in accordance with this section that Director is not disqualified from being a Director by reason of having that pecuniary interest.

#### **4.1.9 Disqualification**

4.1.9.1 A person is disqualified from remaining as a Director of a Board if that person

- a) uses confidential information gained through her/his position as a Director of the Board to gain a pecuniary benefit in respect of any matter in which he has a pecuniary interest;
- b) is convicted of an indictable offense punishable by imprisonment for five or more years or and offense under section 123 of the Criminal Code (Canada) for which an absolute discharge or pardon has not been granted.

#### **4.1.10 Resignation on Disqualification**

4.1.10.1 If a person is disqualified under section 4.1.8 or 4.1.9 from remaining as a director of the Board, he shall forthwith resign.

#### **4.1.11 When a person does not resign as required under section 4.1.10**



4.1.11.1 a) the Board shall by resolution declare that person to be disqualified from remaining as a Director and the seat on the board to be vacant,

4.1.11.1 b) the Board may apply by originating notice to the Court of Queen's Bench for:

- i) an order determining whether or not the person is qualified to remain as a Director; or
- ii) an order declaring the person to be disqualified from remaining as a Director and that the seat on the Board to be vacant.

## **4.12 Payments**

4.1.12.1 No Member or Director of the BDCL shall receive payment for services as a Member or Director.

4.1.12.2 Reasonable expenses incurred while carrying out duties of the BDCL may be reimbursed in accordance with Board policy by resolution of the Board.

## **4.2 Officers/Directors**

4.2.1 The Officers of the BDCL are the president, vice-president, secretary and treasurer.

4.2.2 Officers and directors are nominated and elected at the Annual General Meeting.

4.2.3 Officers and Directors are elected to a two year term.

4.2.4 If an Officer or Director resigns, they must, upon resolution of the Board, return their complimentary BDCL membership.

## **4.3 Duties of the Officers of the BDCL**

4.3.1 Duties of the Officers as described include, but are not limited to:

### **4.3.1.1 The president**

- a) calls the meetings and sets the agenda of the Board;
- b) when present, chairs meetings of the BDCL;
- c) shall not be a member of the nominating committee, but is a non-voting member of all other committees;
- d) acts as the spokesperson for the BDCL;
- e) acts as signing officer along with the vice-president, secretary and treasurer for all cheques and other documents; and
- f) has other duties as assigned by these Bylaws.

#### 4.3.1.2 Vice-president

- a) presides at meetings in the president's absence. If the vice-president is absent, the Directors appoint a chair for the meeting;
- b) replaces the president at various functions when asked to do so by the president or the Board;
- c) acts as a signing officer along with the chair, secretary and treasurer for all cheques and other documents;
- d) shall ensure that all necessary books and records of the BDCL are well maintained by the secretary and treasurer and kept and filed as required by the Bylaws, the Societies Act, or any other statute or laws; and
- e) has other duties as assigned by these Bylaws.

#### 4.3.1.3 Treasurer

- a) reports regularly to the Board regarding the financial state of the BDCL;
- b) ensures an audited/reviewed statement of the financial position of the BDCL is prepared and presented at the Annual General Meeting;
- c) acts as a signing officer along with the president, vice-president and secretary for all cheques and other documents;
- d) shall ensure that all necessary financial records of the BDCL are kept and filed as required by the Bylaws, the Societies Act, or any other statute or laws; and
- e) has other duties as assigned by these Bylaws.

#### 4.3.1.4 Secretary

- a) keeps copies of the bylaws, minutes and other documents including e-mails.
- b) keeps lists of Directors, committees, and general membership
- c) notifies board members of meetings and includes agenda, noting items, that need special preparation
- d) records all minutes during board and general meetings
- e) files correspondence
- f) ensures there is quorum
- g) records all motions and decisions of meetings
- h) signs minutes to attest to their accuracy
- i) distributes copies of minutes to Directors within two weeks of the meeting
- j) notifies members of general meetings
- k) files the annual return, amendments to bylaws and other incorporating documents with corporate registry
- l) In the absence of the chairperson or vice-chair, chairs board meetings until the election of alternate chairperson

- m) archives league records

#### **4.4 Board Committees**

4.4.1 BDCL shall have the following permanent Committees whose Chairs shall be nominated and elected at an Annual General Meeting to a term of two years duration:

- 4.4.1.1 Civics and Community Planning;
- 4.4.1.2 Communications;
- 4.4.1.3 Facilities;
- 4.4.1.4 Fundraising.
- 4.4.1.5 Membership;
- 4.4.1.6 Nominating;
- 4.4.1.7 Programs;
- 4.4.1.8 Skating Rink;
- 4.4.1.9 Social; and
- 4.4.1.10 Sports.

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#### **4.4.2 Establishing committees**

- a) the Board may appoint committees of the Board;
- b) the Board may appoint committees to advise the Board.

### **Article Five: Administration**

#### **5.1 Registered Office**

5.1.1 The registered offices of the BDCL shall be located in Edmonton, Alberta.

#### **5.2 Fiscal Year and Auditing**

5.2.1 The fiscal year of the BDCL ends on the 31<sup>st</sup> day of December each year. There shall be an audit/review of the books, accounts and records of the BDCL at least once each year. At each Annual General Meeting of the BDCL, the treasurer will submit a complete financial statement to the community for the previous year.

#### **5.3 Seal of the BDCL**

- 5.3.1 The Board may adopt a seal as the seal of the BDCL.
- 5.3.2 The secretary has control and custody of the seal, unless the Board decides otherwise.
- 5.3.3 The seal of the BDCL shall only be used by Officers authorized by the Board.

#### **5.4 Contracts of the BDCL**

- 5.4.1 All contracts of the BDCL shall be signed by any two of the following: president, vice-president, secretary or treasurer.

## **5.5 The keeping and inspection of the books and records of the BDCL**

- 5.5.1 A copy of the Minute books of all meetings of the Board of Directors shall be kept at the Registered Office of the BDCL.
- 5.5.2 The treasurer shall ensure that all necessary books and records of the BDCL are kept and filed as required by the Bylaws, the Societies Act, or any other statute or laws.
- 5.5.3 A Member wishing to inspect the books or records of the BDCL will give a two-day written notice to the secretary.
- 5.5.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered office.
- 5.5.5 All financial records of the BDCL are open for such inspection by the Members.
- 5.5.6 Other records of the BDCL are also open for inspection, except for records that the Board designates as confidential.
- 5.5.7 The books, accounts and records of the secretary and treasurer shall be audited/reviewed at least once each year by a duly qualified accountant or by two (2) Members.

## **5.6 Borrowing Powers and Investment of Funds**

- 5.6.1 The BDCL may borrow or raise funds to meet its objects and operations. The Board of Directors decides the amounts and the ways to raise money, including giving or granting security.
- 5.6.2 The BDCL may issue debentures to borrow only by Special Resolution.
- 5.6.3 Any funds of the BDCL shall be deposited in the name and to the credit of the BDCL in any financial institution, or shall be invested in such investments as the Board deems reasonable.

## **5.7 Indemnity of Directors**

- 5.7.1 Except where a Director, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the BDCL, the BDCL shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim,

action, suit or proceeding in which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the BDC.

- 5.7.2 The Directors of the BDCL shall act honestly and exercise the care, skill and diligence that a reasonably prudent individual would exercise in comparable circumstances. Directors can rely on the accuracy of any statement or report prepared by the BDCL's treasurer. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

#### **Article Six: Amending the By-Laws**

- 6.1 **These By-laws may be altered, rescinded or added to by Special Resolution** at any Annual General Meeting or General Meeting of the BDCL and shall be passed by a majority of not less than 75% of all BDCL Members in attendance.
- 6.2 **The twenty-one day notice given for an Annual General Meeting** or General Meeting of the BDCL shall include details and notice of the proposed Special Resolution to change the Bylaws.
- 6.3 **Changes to the Bylaws** take effect once the dated Special Resolution is approved at the Annual General Meeting or General Meeting, verified by two signing Officers of the BDCL and registered at the Corporate Registry of Alberta.

#### **Article Seven: Dissolving the BDCL**

- 7.1 **The BDCL does not pay any dividends** or distribute its property among its Members.
- 7.2 **When the BDCL is dissolved**, any funds or assets remaining after paying all debts will be given to a not-for-profit organization. Members will select this organization by Special Resolution. If, within ninety days of dissolution, the Members have not passed a Special Resolution naming the not for profit organization, the Board is empowered to select the organization. The decision of the Board shall be final.

#### **Article Eight Mediation and Arbitration**

- 8.1 **Any dispute between members of the BDCL**, including those who have ceased to be members within the preceding six-month period, shall be decided through mediation or arbitration, as appropriate. In the event of such dispute, the mediator or arbitrator shall be an independent qualified person and not a member of BDCL. Mediation and arbitration shall be conducted under the auspices of the EFCL (Edmonton Federation of Community Leagues), or if necessary under the rules

and auspices of the Alberta Arbitration and Mediation Society, which shall render appropriate assistance to facilitate either process. The Arbitration Act shall govern arbitration.

- 8.1.1 Any other dispute arising out of the affairs of the BDCL may be decided through mediation or arbitration as appropriate, under the same terms and conditions as stated in the preceding paragraph.