

**THE MEADOWS COMMUNITY LEAGUE ASSOCIATION  
BYLAWS  
As Changed as of April 18, 2011**

**Article 1: Name**

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

**Article 2: Boundaries**

TMCL will be bounded on the north side by the Whitemud Freeway, on the south side by 23<sup>rd</sup> Avenue, on the east side by 17<sup>th</sup> Street, and on the west side by 34<sup>th</sup> Street.

**Article 3: Definitions**

Executive Committee: Will consist of the officers of TMCL, that being the President, Vice-President, Secretary, Treasurer and Membership Director.

Nominating Committee: Will be a Standing Committee which will consist of the Past President, Vice-President, Secretary, Treasurer and Membership Director.

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, financial matters over \$5000.00, policy issues, or other major issue as specified in these Bylaws or at the discretion of the Board of Directors.

A Special General Meeting: Shall be a special meeting for all member of TMCL.

Written: means sent by e-mail, mail or facsimile.

**Article 4: Membership**

4.1 Any resident within the stated boundaries may be a full member upon payment of the appropriate membership fee, provided he/she agrees to abide by the bylaws of TMCL.

There will be the following types of memberships:

4.1.1 Family: A family will consist of up to two adults and all of their children living in the same household provided they are 18 years of age and under or are a student 22 years of age and under.

4.1.2 Single: for an individual of any age.

4.1.3 Honorary Life Membership: Honorary life membership may be conferred upon anyone who has provided outstanding service to TMCL or has made significant, positive contributions to TMCL. The decision for presenting candidates for life memberships will be at the discretion of the Board of Directors.

4.1.4 Associate Membership – a non-voting member. Any business or institution located within the defined boundaries of TMCL or non-resident person who wishes to support TMCL who has first purchased a membership in their home league. Associate Members may volunteer for TMCL in a non-governance capacity.

4.2 Membership fees will be uniform with other Community Leagues within the Millwoods Area. The fees will be reviewed each year at the Annual General Meeting to ensure consistency.

4.3 The membership year will be from September 1 to August 31 of each year.

4.4 In any and all types of memberships, there shall be a maximum of two votes per household. The types and fees of memberships can be reviewed at an Annual General meeting.

4.5 Withdrawal or Expulsion from Membership: Withdrawal must be in writing to the Secretary of TMCL, or by non-payment of annual fees, or by moving out of the defined boundaries of TMCL. Termination of membership for just cause will be dealt with in the manner prescribed in Article 11.1.

## **Article 5: Meetings**

### 5.1 General Meetings

5.1.1 Notice: At least 21 days notice of all General, Annual General Meetings (AGM) and Special General Meetings will be published in a newsletter delivered, or made available, to all residents in the community.

5.1.2 Quorum: A quorum for all Annual, General, or Special General Meetings will be seven (7) members.

If a quorum is not present at a meeting, then a second meeting will be called one week later for the purpose of passing a specific motion(s). During that time, all effort will be taken to inform all Directors and/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 present at the time of the vote will be considered a quorum.

5.2 Annual General Meeting: TMCL will hold an Annual General Meeting within six months after the financial year-end of TMCL for the presentation of the financial report and the election of officers.

5.3 Special General Meeting: MAY be called at the discretion of the President, and MUST be called, within 14 days of receipt of a written request to any Board Member, for such a meeting provided the request is signed by at least twenty (20) members of TMCL, or, is signed by at least four (4) Board Members. Any call for such a meeting must include specific reference to the item(s) to be dealt with.

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

5.4.1 Special Board Meeting: The President will, upon receipt of a written request signed by at least four (4) members of the Board of Directors, call a Special Meeting of the Board of Directors within seven (7) days of written receipt of the request. At least four (4) days

notice, by e-mail or telephone, will be given for any Special Board Meeting. Any call for such a meeting must include specific reference to the item(s) to be dealt with.

5.4.2 Quorum for any Board of Directors' Meeting will be 50%+1 of the current members 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.

## **Article 6    Voting**

6.1 Any full member as specified in Section 4.1, who is of the age of majority and is in good standing, is entitled to vote at any General, Annual General, or Special General Meeting of TMCL.

6.2 Voting must be made in person and not by proxy or otherwise.

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

6.4 Only TMCL Board members have the right to vote on TMCL Board Matters, unless otherwise specified.

6.5 A Board Member holding more than one (1) position on the Board of Directors' will only have one (1) vote.

6.6 A show of hands will be adequate for voting, except for contested elections, significant financial questions and any controversial matters as identified by any Board Member. In these instances a secret ballot is required. Also, any Board Member may request a secret ballot for any specific matter.

6.7 An emergent situation may be dealt with by email provided the majority of the current Board of Directors registers a vote by email.

6.8 Resolutions passed at ALL meetings shall be by simple majority of the votes cast.

## **Article 7    Auditing**

7.1 The membership shall appoint a duly qualified accountant at the Annual General Meeting that will audit the books, accounts and records of the Secretary and Treasurer once per year. Such Accountant shall be neither a family member, business associate nor member of the current board.

7.2 The Accountant, prior to the Annual General Meeting, shall submit a complete and proper statement of the standing of the books for the previous year to the Board of Directors for acceptance.

7.3 The fiscal year-end will be November 30.

7.4 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon giving two weeks 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.

## **Article 8 Board of Directors**

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

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

In the event of a vacancy as a result of resignation, death, or removal, the Board will be 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 the member he/she is replacing.

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

8.1 President: The President will:

- Preside at all meetings
- Be an ex-officio, voting member of all committees, except a Nominating Committee
- Be charged with the general supervision of all the activities of TMCL
- Nominate a Director who is willing to serve and stand in for or replace the President as circumstances require
- Be a member of the Executive Committee
- Be a signing authority, and
- Act as the official spokesperson of TMCL or appoint a designate.

8.2 Vice-President: The Vice-President will:

- Preside at any meetings 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
- Be a member of the Nominating Committee and Act as Director if the Past-President position is vacant

8.3 Secretary: The Secretary will:

- Attend all meetings of TMCL, the Board, and the Executive Committee and keep accurate minutes of the same
- Be responsible for the minute and meeting notice distribution
- Have charge of the minute book and other records
- Have charge of all correspondence of TMCL under the direction of the President and the Board

- Act as a signing authority
- Be a member of the Executive Committee
- Be a member of the Nominating Committee, and
- Have charge of the seal of the society

#### 8.4 Treasurer: The Treasurer will:

- Be responsible for all financial records of TMCL
- Be responsible, on behalf of or in the name of, TMCL, for all monies collected or otherwise received, issuing duplicate receipts, payments of all accounts when properly approved, and keeping proper accounts, receipts and vouchers of same and the deposits of funds to TMCL's bank accounts
- Reports the financial standing at every Board and General Meeting
- Present at the Annual Meeting either an audited or un-audited statement of the financial affairs for the preceding fiscal year
- Review and prepare policy and procedures with respect to the financial matters of TMCL
- Recommend, in conjunction with the President, an Annual Budget to the Board of Directors
- Be a member of the Executive Committee
- Be a member of the Nominating Committee, and
- Be a signing authority of TMCL.

#### 8.5 Membership Director: The Membership Director will:

- Be responsible for the organization, timing and completion of an 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
- Report monthly to the Board of Directors
- Be a member of the Executive Committee, and
- Be a member of the Nominating Committee

#### 8.6 Past President: The Past President will:

- Serve as an advisor to the President and other Board Members
- Assume Ad Hoc duties at the discretion of the Board
- Act as the Nominating Committee Director
- Be an ex-officio, non-voting, member of the board for a maximum period of 2 years immediately following his/her term as President.

#### 8.7 Adult Program Director: The Adult Program Director will:

- Be responsible for all Adult programs

- Be responsible for all matters pertaining to social activities of TMCL, including dances, social nights, etc. for adults
- Review and prepare policy and procedures with respect to programs and social activities
- Prepare an annual budget for social activities and submit it to the Treasurer, and
- Reports monthly to the Board of Directors

8.8 Children's Program Director: The Children's Program Director will:

- Be responsible for all programs for children and families
- Be responsible for all matters pertaining to social activities of TMCL, including dances, social nights etc. for children and families
- Review and prepare policy and procedures with respect to programs and social activities
- Prepare an annual budget for social activities and submit it to the Treasurer, and
- Reports monthly to the Board of Directors

8.9 Sports Director: The Sports Director will:

- Be responsible for all matters pertaining to sports, including the registration and organization of community based sports programs (eg: basketball), etc.
- Recruit representatives or acts as the representative to the sports governing bodies
- Be responsible for the development and maintenance of rinks
- 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

8.10 Civics Director: The Civics Director will:

- Liaison with Planning and Development, Transportation, City Council, etc
- Chair 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 Neighbourhood Watch Zone Leader: the Neighbourhood Watch Zone Leader will:

- Act as the community liaison with the Edmonton Police Service and other safety and crime prevention organizations
- Be responsible for all matters pertaining to Neighbourhood Watch or safety and security concerns
- Perform duties as required by the Edmonton Neighbourhood Watch Program Society, and
- Report monthly to the Board of Directors

8.12 Communications Director: The Communications Director will:

- Be responsible for the publication of the newsletter including reviewing and/or preparing of all articles
- Oversee the delivery of the newsletter
- Be responsible for the maintenance of TMCL 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
- Report monthly to the Board of Directors, and
- Maintain Community League Signboards

8.13 Gaming Director: The Gaming Director will:

- Be responsible for the organization and execution of all Bingo Events
- Keep a record of and maintain the list of members available to work bingos
- Oversee the organization and execution of all Casino Events
- Ensure the Casino Representative keeps a record of and maintains a list of members available to work Casino's
- Produce vouchers as required for bingo and casino workers
- Ensure compliance with the Alberta Gaming and Liquor Commission, and
- Report monthly to the Board of Directors

## **Article 9 Committees**

9.1 Executive Committee: TMCL's Executive committee, as described above, may meet or converse via email 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: TMCL may at times create AD Hoc Committees as may be deemed necessary, either in General or Board of Director's Meetings, in order to conduct TMCL 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 in a General Meeting. Such Committees will answer and report to the Board and will continue to exist for a definite period of time to be determined at the time they are created.

9.3 Standing Committees: TMCL 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 answer and report to the Board and will continue to exist for an indefinite period of time.

9.4 Nominating Committee: TMCL's Nominating Committee, as described above, is responsible for identifying and recruiting prospective board members and presenting names to the board of the new director nominees for the next annual meeting.

## **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.

10.2 All terms will be for two years.

10.2.1 The President, Secretary, Sports Director, Communications Director, and Gaming Director positions will have their elections in the years with odd numbers.

10.2.2 The Vice-President, Treasurer, Adult Program Director, Children's Program Director, Neighbourhood Watch Zone Leader, Civics Director, Membership Director positions will have their elections in years with even numbers.

10.3 The President, Treasurer, Secretary, Vice President and Membership director will not be elected for more than two 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.

## **Article 11 Disciplinary Hearing and Termination**

11.1 The Board of Directors is empowered to expel any member from membership, or a Board Member from office, for any conduct deemed injurious to TMCL or its purposes. This decision will be final.

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

11.1.2 The Board of Directors will hold a hearing where the Member or Director, upon being given 14 days notice, in writing, has the opportunity to attend a present his or her case. At the conclusion of the hearing, the majority vote of the Board of Directors will prevail. If the individual fails to attend the hearing, without excuse, the termination will be effective immediately and without further recourse.

11.1.3 Quorum for such a hearing will be two-thirds (2/3) of the Board of Directors.

11.1.4 The Board of Directors will debate the matter 'in private' and render a written decision in writing within 72 hours.

11.2 All complaints heard before the Board of Directors must be in writing and marked 'Confidential and Without Prejudice.' Such complaints must specify the bylaw violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.

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

## **Article 12 Remuneration**

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

### **Article 13 Financial**

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

13.2 For the purpose of carrying out its objectives, TMCL 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.

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of TMCL will be signed by the Treasurer, along with the President or a Vice President which has been granted signing authority by resolution of the Board of Directors.

13.4 The Annual Budget will be submitted by the Board of Directors for approval at the Annual General Meeting.

13.5 TMCL 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 will be signing authorities. Also, no signing authority will endorse a cheque where they are the 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 with 21 days' notice in writing.

14.2 Any proposed changes should be reviewed and accepted at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting.

### **Article 15 Dissolution**

15.1 Upon the dissolution of TMCL, 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 TMCL. The real property will pass to the City of Edmonton, pursuant to the Tri-partite License Agreement.

### **Article 16 Parliamentary Authority**

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.

## **Article 17 Administration**

17.1 The use, care, and safekeeping of the seal of TMCL 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.

17.2 The Board of Directors has the right to hire a person(s), as may be deemed necessary for the efficient functioning of TMCL's business.

17.3 TMCL will retain membership in the Edmonton Federation of Community Leagues.