



THE MEADOWS COMMUNITY LEAGUE ASSOCIATION

BYLAWS

Article 1: Name

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

Article 2: Boundaries

TMCL will be bounded on the north side by the Whitemud Freeway; on the south side by 23rd Avenue; on the east side by 17th Street; and on the west side by 34th Street.

Article 3: Definitions

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

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

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 \$5,000, policy issues, or other major issues as specified in these Bylaws or at the discretion of the Board of Directors.

Special Meeting: Shall be a special meeting of all members of TMCL.

Written: Sent by email, 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.

The following types of memberships will be for sale:

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 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 and enjoy the benefits of a community league membership. Associate members may volunteer for TMCL in a non-governance capacity.
- 4.1.4 Honorary Life Membership: A non-voting member. May be conferred upon anyone who has provided outstanding service or has made significant, positive contributions to TMCL. The decision to present candidates for Life Membership will be at the discretion of the Board of Directors. This type of membership will be extended at no charge.
- 4.2 Membership fees will be reviewed each year at the Annual General Meeting and determined by the members of TMCL.
- 4.3 The membership years 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 President and 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 and Special General Meetings will be given by any one or more of the following methods:
 - a) By publishing a notice in a newsletter;
 - b) By delivery of a paper copy notice to each members or household of a family member;
 - c) By email to each member or household of a family members;
 - d) By posting a notice on a TMCL signboard located within the community;
 - e) By posting a notice on the TMCL website; or
 - f) By any other means the Board deems appropriate.
- 5.1.2 Quorum: Quorum for all Annual General or Special General Meetings will be seven (7) full members.

If quorum is not reached 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 and encourage their attendance. If there is still not quorum at this second meeting, then the number of people present at the time of the vote will be considered quorum.

- 5.2 Annual General Meeting: TMCL will hold an Annual General Meeting within six months of 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 addressed.
- 5.4 The Board of Directors will meet each month from September to June and at the discretion of the Board in July and August. The Board shall set the day and the month at the first meeting after the AGM.
 - 5.4.1 The Board has the right to delegate its authority to the Executive Committee of the Board during months when it does not meet.
 - 5.4.2 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 email 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 addressed.
 - 5.4.3 Quorum for any Board of Directors Meeting will be 50%+1 of the current Board of Directors. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly scheduled meeting of the Board; otherwise they will be null and void.

Article 6: Voting

- 6.1 Any full member as specified in Article 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 Directors meeting, 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 Only members of TMCL Board of Directors have the right to vote on TMCL Board matters, unless otherwise specified.
- 6.5 Any 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 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 of Directors will, subject to the Bylaws or direction given 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 the 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 the 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
- Act as a signing authority
- Act as the official spokesperson of TMCL, or appoint a designate
- Oversee and approve all communications for the public

8.2 Vice-President: The Vice-President will:

- Assume any duties from the President as required
- Act as a signing authority
- Be responsible for the annual review of the Bylaws and all policies and procedures prior to final approval by the Board
- Be a member of the Executive Committee
- Be a member of the Nominating Committee and Act as Chair if the Past-President position is vacant
- In consultation with the Treasurer, coordinate execution and evaluation of all employee contracts, including employment, service, construction, etc.
- Act as Chair for Board meetings if the President is unavailable (or another designate as appointment by the President)

8.3 Secretary: The Secretary will:

- Attend all meeting of the 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
- Have charge of the seal of the society
- Appoint a designate if unable to attend a meeting

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 the TMCL's bank accounts
- Reports the financial standing at every Board and General meeting
- Present at the Annual General Meeting either an audited or unaudited 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
- Act as a signing authority

8.5 Membership Director: The Membership Director will:

- Keep a record of and maintain the membership lists and other records pertaining to membership in conjunction with the Treasurer or designate

- 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
- 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 Chair of the Nominating Committee
- Be an ex-officio, non-voting member of the Board for a maximum period of two (2) years immediately following his/her term as President

8.7 Program Director: The Program Director will:

- Be responsible for all programs and records, including community-based activities, in conjunction with the Treasurer or designate
- Be responsible for all matters pertaining to community activities and events of TMCL
- Review and prepare policy and procedures with respect to programs and community activities
- Prepare an annual budget for social activities and submit it to the Treasurer
- Report monthly to the Board of Directors

8.8 Sports Director: The Sports Director will:

- Be responsible for all matters pertaining to sports, including the registration and organization of community-based sports programs (e.g., basketball, etc.), in conjunction with the Treasurer or designate
- Recruit representatives or act 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
- Report monthly to the Board of Directors

8.9 Civics Director: The Civics Director will:

- Liaise with the City of Edmonton in regards to Planning and Development, Transportation, City Council, etc.
- Chair any ad hoc committees relating to specific development issues
- Prepare a project budget for committees and submit it to the Treasurer
- Review and prepare policy and procedures with respect to civics activities
- Report monthly to the Board of Directors

8.10 Neighbourhood Watch Director: The Neighbourhood Watch Director 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
- Review and prepare policy and procedures with respect to Neighbourhood Watch activities
- Report monthly to the Board of Directors

8.11 Communications Director: The Communications Director will:

- Be responsible for the publication of an events/information postcard, including preparing and/or reviewing all content
- Oversee the delivery of the postcard to all community households
- Be responsible for the maintenance of TMCL website
- Maintain TMCL social media
- Arrange for communication for TMCL events
- Prepare an annual budget for communications activities and submit it to the Treasurer
- Review and prepare policy and procedures with respect to communications activities
- Maintain TMCL signboards
- Report monthly to the Board of Directors

8.12 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 casinos
- Obtain vouchers as required for bingo and casino workers
- Ensure compliance with the Alberta Gaming and Liquor Commission
- Review and prepare policies and procedures with respect to bingos and casinos
- 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 establish ad hoc committees as deemed necessary, either in General or Board of Directors' 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 established.
- 9.3 Standing Committees: TMCL may, at its discretion, establish 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 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 (2) years.
- 10.2.1 The President, Secretary, Sports Director, Communications Director and Gaming Director positions will be up for election in odd-numbered years.
- 10.2.2 The Vice-President, Treasurer, Program Director, Neighbourhood Watch Director, Civics Director and Membership Director positions will be up for election in even-numbered years.
- 10.3 The President, Vice-President, Secretary, Treasurer and Membership Director (Executive Committee members) may not stand for election 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 election. They may also become a Director if they were not present at the meeting but consented in writing to act as a 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 and present his or her case. At the conclusion of the hearing a majority vote 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 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

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 a result of performing TMCL’s business.

Article 13: Financial

- 13.1 The Board of Directors may open one or more accounts, designate signing authorities 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 one other authorized signing authority.
- 13.4 The annual budget will be submitted to 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 may act as 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

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 TMCL and 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.