

## **Brookview Community League Bylaws 2019**

### **1. Name**

The name of the society shall be “Brookview Community League (Edmonton) Society”. Brookview Community League (Edmonton) Society is referred to hereinafter as “the League” or “BCL”.

### **2. Purpose**

2.1. Being responsive to the individual and collective needs of its people by servicing our community through advocacy, activities, recreation, programs and support resulting in a safe and vibrant community for all.

2.2 Facilitating a dynamic meeting place for people to gather.

2.3 Maintaining and upgrading our community hall and providing sports facilities that are accessible, functional and comfortable for people to gather.

2.4. Enhancing our sustainability by:

2.4.1 Building and encouraging members to volunteer and be involved and engaged;

2.4.2 Being a league that is conscious and responsive to environmental initiatives; and

2.4.3 Being fiscally responsible.

### **3. Bylaws**

These are the general Bylaws of the League and replace all previous Bylaws.

3.1 The bylaws shall not override or violate any formal agreements that BCL has with the city, the Edmonton Federation of Community Leagues or any other statute and regulation required under the Societies Act.

3.2 The bylaws can only be changed by a special resolution of the members.

### **4. Boundaries**

The boundaries of the League are that portion of the City of Edmonton more particularly described as follows:

From Rabbit Hill Road and Terwillegar Drive to Whitemud Freeway to the Whitemud Ravine to the Whitemud Ravine where it intersects with the South property lines of the Homes located on the Southside of the Southern portion of Burley Drive to the intersection of Oeming Road and Bulyea Road to Rabbit Hill Road.

## 5. Membership

5.1 Any person who is residing in or owning real estate property within the boundary of Brookview Community of the City of Edmonton (as defined in article 3) can become a member.

5.1.1 Any person who meets the following criteria shall be eligible to become a member of BCL:

- i. Accept the bylaws, policies and rules of the BCL.
- ii. Is at least 18 years of age.
- iii. Has paid the membership fee of BCL within the current membership year, and who has submitted a completed "Member Registration Form" to the BCL Board of Directors.

5.2 Membership consists of the following Categories:

5.2.1-Honorary/Life membership--- Any person who has contributed to the BCL either in an outstanding way or helped raise funds or made a substantial financial donation. Honorary membership will have the same rights, privileges and responsibilities as other membership.

5.2.2-Regular membership---- Any member who has made application for BCL membership and has paid the prescribed membership fee during fiscal year, shall become a regular member and will have one vote per membership for that year at the AGM or any Special General Meeting. Regular membership categories include: Single Adult, Couple, Family or Senior.

5.3 Any regular member who is in default of payment of dues for the fiscal year shall be automatically deemed inactive and without voting status.

5.4 No individual shall be entitled for a refund of the membership fee.

5.5 Membership dues will be determined by the General membership body at the AGM on the recommendation of the current Board.

5.6 Any member wishing to withdraw from membership, may do so upon giving written notice to the Secretary of the League.

5.7 A Member of BCL may be Expelled from the Membership of the organization by a vote of seventy-five percent or more ( $\geq 75\%$ ) of the Board of Directors.

5.7.1.1 Members of BCL who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.

5.7.1.2 Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.

5.7.1.3 Members who have been expelled from the organization are entitled to an appeal wherein a Special General Meeting shall be called and the status of the Expelled Member shall be confirmed or overturned by a vote of two-thirds or more ( $\geq \frac{2}{3}$ ) of the Membership present at the Special General Meeting. Members are only eligible to vote on the expulsion of another Member if they were a registered Member of the organization at the time of the incident which resulted in expulsion.

## 6 Governance

### 6.1 Board of Directors

6.1.1 BCL shall be governed by a Board of Directors consisting of not less than seven (7) and not more than twelve (12) Directors.

6.1.2 The Board of Directors shall be elected at the Annual General Meeting of the Brookview Community League by the voting members. In order to be elected to the Board of Directors, a candidate must be a member of the League and must receive the support of a simple majority of those present at the Annual General Meeting.

6.1.3 A Director elected at the Annual General Meeting shall assume office on the first day following the AGM.

6.1.4 The Board may appoint additional Directors, provided that the number of Directors does not exceed twelve (12). Any such appointment must have the support of two-thirds ( $\frac{2}{3}$ ) of the existing Directors on the Board. Any Director who is appointed by the Board must have his or her appointment ratified at the next general meeting of the League. A person so appointed assumes office immediately upon appointment; term limits are determined at time of appointment but shall not extend beyond the term limits of other Directors. Unless specified otherwise, an appointment of a Director shall extend only until the next scheduled AGM.

6.1.5 The term of office of a Director shall be a maximum of two (2) years from the date that he or she assumes office. A member who has served three (3) consecutive terms as a Director must remain off the Board of Directors for a period of one (1) year before seeking re-election to the Board. In the event there are fewer Director candidates than available positions, then no Director term limit shall be upheld.

6.1.6 A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) clear days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.

- 6.1.7 A Director shall be deemed to have resigned from the Board if he/she misses three (3) Board of Directors meetings per AGM-to-AGM period without good cause. Such a person may be reinstated to the Board by a resolution with the support of the Board (subject to clause 6.1.4).
- 6.1.8 Directors may be removed from office in the case of unsatisfactory performance and/or inappropriate behaviour.
- 6.1.8.1 A Director may be removed from the Board by a motion with two-thirds ( $\geq\frac{2}{3}$ ) of the Board in favour of removal. Board members may not vote on a motion for their removal from office.
- 6.1.8.2 A Director may be removed from the Board by a petition for removal signed by fifty percent (50%) of the registered Membership. Should a registered Member wish to petition for the removal of a Director, they are required to notify the Board of Directors in writing. The Board of Directors is required to send written notice of the petition to all registered members within fourteen (14) calendar days of receiving the notification. The petitioning member shall be in charge of collecting signatures for the petition, and has sixty (60) calendar days from the date that the Membership is notified of the petition to submit the petition to the Board of Directors. If over fifty percent (50%) of the Membership has signed the petition, the Director shall be removed from the Board of Directors, effective upon receipt of the petition.
- 6.1.9 The Board of Directors shall meet once per calendar month at least eight to ten (8-10) times per year. Notice of a meeting shall be given to Directors a minimum of seven (7) clear days before the meeting, unless all Directors agree to abridge the notice period. A Board Member may attend by telephone or video conferencing, if appropriate.
- 6.1.10 Quorum for a meeting of the Board of Directors shall be greater than fifty percent (50%) of the number of board members.
- 6.1.11 The Board of Directors may determine the rules of order which shall govern its meetings. Where there are controversial points, the rules contained in "Roberts Rules of Order, Revised" shall govern the Brookview Community League in all cases to which they are applicable, and in which they are not inconsistent with the other Bylaws of the League.
- 6.1.12 Directors may only abstain from casting a vote on a motion if they declare the legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstinence should be noted by the Secretary.

6.1.13 Emergency powers of the Board of Directors:

6.1.13.1 An emergency situation is defined as a situation that meets the following criteria:

6.1.13.1.1 The situation requires Board intervention to be resolved,

6.1.13.1.2 The situation requires intervention before the next scheduled meeting of the Board of Directors to prevent negative impact on the organization,

6.1.13.1.3 It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.

6.1.13.2 In the case of an emergency situation, the President is required to oversee the emergency decision-making progress. The President is required to:

6.1.13.2.1 Attempt to contact each Director until the Director is contacted, or until the President has unsuccessfully attempted to contact the Director through a minimum of two (2) methods of communication,

6.1.13.2.2 Propose a Board action that will resolve the emergency situation,

6.1.13.2.3 Take a vote of the contacted Directors on the proposed action,

6.1.13.2.4. The President is empowered to implement the action if a majority all successfully contacted Directors vote in favour of the action. Votes may be counted over email, so long as the President has made verbal contact with the voting Director.

6.1.13.2.5 If a majority of the successfully contacted Directors do not support a course of action by the time that Board action is required, the President must act on behalf of the Board and be accountable for those decisions.

6.1.13.3 All actions taken by the Board in emergency situations must be ratified at the next scheduled board meeting.

6.1.14 Directors shall not receive any financial remuneration for their work on BCL's Board of Directors.

## **6.2 Executive Committee**

- 6.2.1 The Executive Committee of the Brookview Community League will consist of the President, the Past President, the Vice-President, The Secretary, and the Treasurer. No two members of the Executive shall be from the same family.
- 6.2.2 The President, Vice-President, Secretary, and Treasurer of the League shall be elected at the Annual General Meeting. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions of President, Vice-President, Secretary and Treasurer shall be held until the first Annual General Meeting following appointment of the positions.
- 6.2.3 The role of President will be filled by a candidate who has participated as a Board Member of the League or equivalent organizations in previous years.
- 6.2.4 The President shall plan and preside over all meetings of the Board of Directors and all general meetings of the League or shall appoint another person to preside. The President shall also create Board meeting agendas, ensure that necessary reports are submitted prior to Board meetings, manage reporting to the rest of the organization, and manage staff according to Board directives.
- 6.2.5 The Vice-President shall assume the duties of the President in the absence of the President.
- 6.2.6 The Secretary shall ensure that the minutes of all meetings of the Board of Directors and all correspondence of the Board are properly kept. The Secretary is responsible for ensuring that a notice for all meetings of the Board of Directors and any general meeting of the League is published in accordance with its Bylaws and policies.
- 6.2.7 The Treasurer shall ensure that the financial accounts of the League are properly maintained including the collection and deposits of BCL revenue, payment of accounts, issuing of receipts, overseeing BCL bank accounts and general financial reporting to external bodies. The Treasurer shall also be responsible for ensuring that the financial summary is presented at a minimum quarterly to the board and at the Annual General Meeting. The Treasurer will be the keeper of the seal. Whenever the seal is used it will be authenticated by the signature of the President and Treasurer. The Treasurer shall make available financial records on request.
- 6.2.8 The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

### 6.3 Other Committees

6.3.1 There shall be the following standing committees of the League if so deemed:

- The Nominating Committee,
- The Finance Committee,
- The Policy Committee,
- The Sports Committee,
- The Program Committee, and
- The Membership Committee.

6.3.2 The Nominating Committee shall annually complete an assessment of the existing Board Members. They shall recommend a “slate” of new candidates for Board membership at the Annual General Meeting, based on the qualifications of outgoing Board members and their perception of required qualifications for new Board members. The Past President shall be the chair of the Nominating Committee if s/he accepts the position.

6.3.2.1 Any person wishing to submit their name for candidacy to the Nominating Committee may submit a resumé to the Nominating Committee for review at least one (1) calendar month before the Annual General Meeting.

6.3.3 The Financial Committee shall be chaired by the Treasurer and shall oversee the accounts of the League.

6.3.4 The Policy Committee shall recommend policies to the Board and periodically review all policies of the Board and bylaws of the League.

6.3.5 The Sports Committee shall have charge of the supervision of hockey, baseball, and all other games, and generally of all matters coming under the classification of Sports and shall have charge of all buildings, works, improvements, tools, and equipment of the League and the skating rinks;

6.3.6 The Program Committee shall have charge of the arranging of speeches, lectures, debates, musicals, and dramatic entertainments, figure skating, playschool, talent shows and other activities concerning programs of an educational nature and all social activities of the League;

6.3.7 The Membership Committee shall be responsible for the annual drive for members, shall keep a record of all active members, shall collect membership fees set by the members in meeting, and account to this League for all such fees collected: and shall be responsible for the submission of names of suitable members to fill the offices of the League as listed.

6.3.8 The Board of Directors may create other committees as deemed necessary, as long as all committees contain at least one “sponsoring” Director.

6.3.9 Committees created by the Board of Directors can be delegated authority to act on behalf of the Board of Directors, but not responsibility. The authority delegated to a committee shall be limited to the authority explicitly described in the motion to create the committee.

## **7. Fiscal Year and Meetings**

**7.1 Fiscal Year:** The fiscal year of the League shall end on the 30<sup>th</sup> day of June.

### **7.2 Board Meetings**

7.2.1 The League shall hold Board meetings at such dates as fixed at the previous Regular General Meeting.

7.2.2 Any matter at a Board Meeting shall be decided by a greater than 50% majority of Members present at the Board Meeting.

7.2.3 Matters that result in organizational debt, as outlined in clauses 8.5 and 8.6, shall be decided by a four-fifths (80%) majority of Members present at the Board Meeting.

7.2.4 The Dissolution of the League shall be governed by the process outlined in Section 8.

7.2.5 Modifications to the Bylaws of the League shall be decided upon at Board Meetings, and shall be decided by greater than fifty percent (50%) of the members present at the meeting. The modifications will then be presented to the Membership at the Annual General Meeting.

7.2.6 Should a decision be required by the Board outside of the regular Board Meeting, an electronic (email) motion is acceptable. Any electronic motion shall be decided by a greater than 50% majority of the Board and will be ratified at the next Board general meeting.

7.2.7 The order of business at all Board meetings of the League shall be as follows:

- (a) Agenda
- (b) Reading and adoption of minutes
- (c) Old Business
- (d) Reports
- (e) New Business

### **7.3 Annual General Meeting**

7.3.1. The Annual General Meeting of Brookview Community League shall be held within twelve (12) months of the financial year end, on a date determined by the Board.



- 7.3.2. Notice of the Annual General Meeting shall be given thirty (30) clear days in advance, through both a meeting notification email (sent to the registered Membership of the organization at the time that the email is sent) and through a notice posted on the website of the League.
- 7.3.3 The Quorum for the AGM is 4 members of the Executive Board and 10 members in good standing.
- 7.3.4. The Agenda for the Annual General Meeting shall be prepared by the Board and shall be distributed to the Membership. The agenda shall include, at a minimum, an annual summary report, a presentation of the financials of the organization (as detailed in clause 7.3), written reports from all committees formed over the previous year, a presentation of the planned Board activities for the upcoming year, the election of Board members to fill vacant Board positions (as detailed in clause 5.2.2), and decisions on all Special Resolutions brought forward by the Membership. To be included in the Agenda for the Annual General Meeting, Special Resolutions must be received by the Secretary fourteen (14) clear days before the Annual General Meeting.
- 7.3.5 Any motion shall be decided by a greater than 50% majority of the Members in attendance, provided there is Quorum.
- 7.3.6 The Bylaws of the League shall not be rescinded, changed, or added to except by Special Resolution of the League at the AGM.

#### **7.4. Special General Meetings**

- 7.4.1. A Special General Meeting may be called in one of the following 3 ways: At the discretion of the Board President, OR with a letter signed by a minimum of 3 Board members, OR with a petition signed by a minimum of 15 members or 20% of the Brookview Community League, whichever is greater.
- 7.4.2. Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting as specified in 6.3.2. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

#### **8.0. Records and Financial Matters**

- 8.1. The records and books of account of the League shall be retained and stored in a designated location controlled by the League. Audited financial statements shall be made available upon request; individuals who have requested to inspect the records and books of account will be given access at one (1) of the three (3) subsequent Board of Directors meetings after the request has been received by the Board in writing.

8.2. The Board of Directors shall appoint auditors each year to audit the books of account. The financial audit must consist of, at minimum, a financial audit carried out by at least two (2) individuals who are not current Board members.

The selected individuals must be approved by the membership at the Annual General Meeting, and the audit must be completed within three (3) months prior to the Annual General Meeting. Every third year the Board will select an external accountant to complete a financial review.

8.3 A draft audited financial statement for the previous year shall be presented for review and approval at the Board Meeting within 90 days of the Annual General Meeting.

8.4. An audited financial statement for the previous year shall be presented each year at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.

8.4.1 A financial budget for the following fiscal year shall be presented to the membership at the AGM.

8.4.2 A Financial Committee shall be formed, consisting of the President, Treasurer and one other Board Member. The Financial Committee will be responsible for the oversight and monitoring of all financial duties.

8.5. The Board may not incur any debt without successfully obtaining authorization from the Membership by way of a Special General Meeting. If the Board of Directors is requesting permission from the Membership to incur debt, the Notice for the Special General Meeting shall explicitly state that the organization may incur debt as a result of the Meeting, and the Special General Meeting shall be subject to clause 8.5.1.

8.5.1. Before requesting authorization to incur organizational debt, the Board of Directors shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.

8.6. Debt incurred by the organization is restricted in use to the plan outlined in clause 7.5.1. Amendments to the use of debt must receive support of the Membership at a Special General Meeting.

8.7. Any contract or other legal document relating to the business of the League may be signed by any person appointed by the Board of Directors to sign on its behalf.

8.8.1 The annual audited financial statement will be filed with the Registrar of the Alberta Corporate Registry pursuant to Section 22 of "The Societies Act", R.S.A 1980, and the audited financial statements will be signed by two (2) officers who have signing authority.

8.9 The signing authority for the Leagues will comprise of at least two members of the Executive (the Treasurer, President, Vice President, and Secretary), or Board Members designated by the Board. At least two officers with signing authority on the League's bank accounts are required for signing checks or financial transactions regarding the accounts at the approved banking institution.

8.10 The Board shall authorize the financial institution used by the league and the bank accounts required by the League for prudent financial administration.

8.11 No officer, committee, or member of the League shall expend any money of the League or incur any indebtedness on behalf of the League or sell or dispose of any property of the League without express authority for his so doing being first duly given by the League in a Board Meeting and is restricted by Clause 7.4.

8.12 In the case of an emergency, two (2) members of the Executive Board may approve an expenditure, which expenditure shall be disclosed to the Executive Board and members present at the next Board Meeting.

## **9.0 Dissolution**

9.1 The League may be dissolved by a Special Resolution, passed by a majority of not less than four-fifths (80%) of the Members present at a Special General Meeting of the League, called for the express purpose of considering dissolution.

9.2 The meeting to dissolve the League shall have a Quorum of greater than fifty percent (50%) Members and shall require notice of thirty (30) clear days.

9.3 Upon dissolution, the property of the League shall be distributed to charitable local organizations whose objectives are similar to those of the League.