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May 1, 2020

HAIRSINE COMMUNITY LEAGUE BYLAWS

Article 1: Name

The legal name of the organization will be "Hairsine Community League," hereinafter referred to as "the League." The League which includes Hairsine, Kirkness, Clareview Campus and Ebbers Communities

Article 2: Boundaries

The League shall encompass that portion of the City of Edmonton bounded starting at 50 street and 137 ave, north along 50 street to manning Freeway, north along Manning Freeway to 153 ave, east along 153 ave to Victoria Trail, South along Victoria Trail to 137 ave, west along 137 ave to 50 street. All descriptions are assumed to follow the center line of the indicated roadways and named features, such as a rail or power line right-of-way or water body.

Article 3: Definitions

3.1.1 Board of Directors: Will consist of the Executives and Directors as specified in these bylaws.

3.1.2 Executive Committee: Will consist of the officers of the League being the President, Vice President, Secretary, Treasurer and Past President.

3.1.3 A Special Resolution, a resolution at any meeting for which 21 days' notice has been provided, requiring a vote of three-quarters (3/4) majority. A special resolution will be required for all Bylaw revisions, policy issues, or other major issue as specified in these Bylaws or at the discretion of the Board of Directors.

3.1.4 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

3.1.5 League means the Hairsine Community League

3.1.6 Bylaws means the bylaws of this league as amended.

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3.1.7 Voting Member means a member entitled to vote at the meetings of the Society

Article 4: Membership

4.1 Admission and Classification: Any resident within the stated boundaries in Article 2 will be a full member upon submission of the membership registration form and payment of the membership fee in the current membership year. There are three categories of membership:

4.1.1 Full Member: Any adult 18 years of age or older, residing in the boundaries of the League. Full members are voting members.

4.1.2 Honorary Life Member: This membership may be conferred on anyone who has made significant and positive contributions to the League. Presenting candidates for lifetime membership will be at the discretion of the Board of Directors. Honorary Life Members are voting members.

4.1.3 Associate Member: Any business or institution located within the defined boundaries of the League **or** non-resident person who wishes to support the league (who has first purchased membership in their home league or whose neighborhood does not have a community league). Associate Members can be elected to any Directors position (if no community member will fill the position) and may vote at any general meeting while holding elected position. Associate Members will not count towards quorum at Annual General Meetings or held for Special Resolutions. Associate members cannot hold an executive position.

4.2 Membership Fees:

4.2.1 Membership fees: will be determined each year at the Annual General Meeting by the board of Directors

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

4.3 Rights and Duties of Membership

4.3.1 All members are admitted only on the condition that they submit to the by-laws and rules of the League

4.3.2 Any Person residing in the portion of the City of Edmonton described above may become a member of the League upon payment of the required membership fee

4.4 Withdrawal or Termination from membership: *Withdrawal* will be by providing a letter to the Board of Directors or moving out of the defined boundaries of the league. *Termination* of membership for just cause will be dealt with in the manner prescribed in Article 11.

4.4.1 Decision to Terminate: The Executive Committee will be empowered to suspend any member from membership or a Board Member from office for one or more of the following reasons

- If the Member has failed to abide by the Bylaws
- If the Member has been disloyal to the League
- If the Member has disrupted meetings or functions of the League; or
- If the Member has done or failed to do anything judged to be harmful to the League.

4.4.2 Decision of the Board: The Member will have an opportunity to appear before the Board to address the matter.

- The Board May allow up to three (3) persons to accompany the Member
- The Board will determine how the matter will be dealt with, may limit the time given the Member to address the Board
- The Board may exclude the Member from its Discussion of the matter, Including the deciding vote, Quorum for such a hearing will be 2/3 of the Executive Officers
- Decision of the Board is final.

4.5 Transmission of Membership: No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the League.

4.6 Continued Liability for Debts Due: Although a Member ceases to be a Member, by Death, resignation, or otherwise, they are liable for any debts owing to the League at the date of ceasing to be a member.

4.10 Limitation on the Liability of Members: No Member is, in their individual capacity, liable for any debt or liability of the League.

Article 5: Meetings

General, Annual or Special General Meetings

5.1 Notice: At least 21 days' notice of all Annual meetings will be delivered *by newsletter* to the last-known address of each member of the League As well will be posted on Social Media and on the league's permanent signs.

5.1.1 Quorum: A quorum for all Annual, or Special General Meetings will Consist of fifteen (15) or more members.

5.1.2 Failure to reach quorum: If a quorum is not present at a meeting, then a second meeting will be called for the purpose of passing a specific motion(s) a week later. During that time, all efforts will be taken to inform all Directors or members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people in attendance will be considered a quorum. If a quorum is not present within one half (1/2) hour after the set start time of the **Annual General Meeting**, the meeting will proceed with the members in attendance.

- 5.2 Annual General Meeting Date:** The League will hold an Annual General Meeting by the end of May of each year.
- 5.3 Special General** meetings may be called at the discretion of the President, and must be called upon receipt by the President within 21 days of receipt of a written request for such meeting signed by 75% of the members of the League. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with.
- 5.4 General Meetings:** The Board of Directors will meet each month. The Board shall set the day of the month at the first meeting after the AGM. All General Meetings will be open to all Members of the League.
- 5.4.1 Special Board Meeting:** The President will, upon receipt of a written request signed by at least four members of the Board of Directors, call a Special Meeting of the Board of Directors within 14 days of receipt of the request. At least 7 days' notice *via email* will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.
- 5.4.2 Quorum** for any General Meetings will have a minimum of 2 Directors and 2 Executives. 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 5.1, who is of the age of majority and is in good standing, upon payment of the membership fee is entitled to vote.
- 6.2** Voting to be done in person and all Annual General Meetings and/or Special General Meetings, but Proxy voting will be permitted by email, letter, conference call, video conference for all General Meetings,
- 6.3** Any member may attend the General meetings 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** A show of hands will be adequate for voting, except for nominations/elections, significant financial questions, and any controversial matters where a secret ballot is required or can be requested.
- 6.5** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 6.6** The President declares a resolution carried or lost. The Statement is final and does not have to include the number of votes for and against the resolution.

Article 7: Auditing

- 7.1** The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by a bookkeeper plus two members of the League elected for that purpose at the Annual General Meeting.
- 7.2** That auditor or Bookkeeper at the Annual General Meeting will submit a complete and proper statement of the standing of the books for the previous year.
- 7.3** The fiscal year will end on March 31.
- 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. Board of Directors' will always have reasonable access to such books and records.

Article 8: Board of Directors

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

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

In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Such appointment is to be ratified at the next General Meeting. The person so appointed will hold office for the remainder of the term of that member he/she is replacing would have held.

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 member of all committees, except the Nominating Committee;
- be charged with the general supervision of all the activities of the League;
- nominate a Director who is willing to serve and stand in for or replace the President, as circumstances require;
- is a member of the Executive Committee
- Have charge of the Seal of the League
- is a signing authority, and
- act as the official spokesperson of the league or appoint a designate.

8.2 Past President: The Past President will:

- assume Ad Hoc duties at the discretion of the Board;

- act as the Nominating Committee Director; and
- *is a member of the Executive Committee*

8.3 Vice President: The Vice President will:

- preside at any meetings the President is absent from;
- assume any duties from the President as required;
- acts as a signing authority;
- responsible for the annual review of the Bylaws, Policies and Procedures; and
- is a member of the Executive Committee.

8.4 Secretary: The Secretary will:

- attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same;
- responsible for the minute and meeting notice distribution;
- have charge of minute book and other records;
- have charge of all correspondence of the League under the direction of the President and the Board;
- act as a signing authority;
- be a member of the Executive Committee; and
- have charge of the seal of the League.

In the absence of the Secretary, such officer as may be appointed by the Board will discharge these duties.

8.5 Treasurer: The Treasurer will:

- be responsible for all financial records of the League;
- be responsible, on behalf of or in the name of, the League, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts;
- report the financial standing at every Board and General Meeting;
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the league;
- recommend, in conjunction with the President, an Annual Budget to the Board of Directors
- act as a signing authority for the league; and
- is a member of the Executive Committee.

8.6 Other Directors: The Board of Directors may include additional positions (Such as Grants, Fundraiser, Sports, Memberships, Programs & Volunteer etc.) as determined by the League whose positions and responsibilities are described in the Hairsine Community League Policy and Procedure Manual.

Article 9: Committees

- 9.1 Executive Committee:** The Leagues' Executive Committee as described above may meet 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:** The League may at times create such Ad Hoc Committees as may be deemed necessary, either in General or Board of Directors' Meetings, in order to conduct the League's business. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or at a General Meeting. Such Committees will be answerable to and report to the Board and will have a definite time of termination at the time they are created.
- 9.3 Standing Committees:** The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors' Meetings. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or in a General Meeting. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.

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 other than the Director at Large positions which will be 1 year.
- 10.2.1** The President, Secretary, will have their elections in years with odd numbers.
- 10.2.2** The Vice President, Treasurer, positions will have their elections in years with even numbers.
- 10.2.3** All other Directors will split with some on odd years and others on even years. The Executives will determine in the Policy and Procedures of the League.
- 10.2.4** The League will also have 2 Director at Large positions available for election each year
- 10.3** All Positions will not hold office for more than *five (2 year)* consecutive terms (unless no other member steps forward for that position)
- 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 Executive Committee will be empowered to expel any member from membership or a Board Member from office for any conduct deemed injurious to the League 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 Executive Committee 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, the majority vote of the Executive Committee will prevail. If the individual fails to attend the hearing, without excuse, the termination will be effective immediately.
- 11.1.3** The quorum for such a hearing will be two-thirds (2/3) of the Executive Officers.
- 11.1.4** The Executive Committee will debate the matter 'in private' and render a written decision in writing within 72 hours.
- 11.2** All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the bylaw violation or injurious behavior 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 three consecutive meetings without regrets.

Article 12: Remuneration

- 12.1** No Director 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 the League'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 the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

- 13.2** For the purpose of carrying out its objectives, the League may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board of Directors.
- 13.3** All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by any two (2) Board Members, which has been granted signing authority by resolution of the Board of Directors. Signing Authorities for the League consists of the President, Vice President, Secretary and Treasurer.
- 13.4** The Annual Budget will be submitted by the Treasurer on behalf of the Board of Directors for approval at a General Meeting in the fall and will be circulated to the members with the Notice of the General Meeting.
- 13.5** The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.
- 13.6** No two (2) signing officers of the League may be related by marriage or birth or live in same Household. If two members of the executive committee are married a designated officer can be voted in to sign cheques.
- 13.7** The Executive of the League shall be empowered to spend not more the ten thousand dollars (\$10,000) of the League funds outside the approved budgets at the Annual General Meeting, without the express approval of the membership at a General Meeting or Annual meeting. The Executive shall provide a report of any expenditure under nine thousand nine hundred and ninety-nine dollars and ninety nine cents (\$9999.99) at the next General or Annual Meeting.
- 13.8** No Officer, Committee 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 them to do so first duly given by the League in a General or Annual Meeting of the League. Under these circumstances where the matter needing attention is considered to be an emergency, and if not acted upon, would be detrimental (causing expenditure and have it ratified at the next meeting of the League.
- 13.9** All monies owing shall be due and payable within thirty (30) days of invoicing
- 13.10** Returned cheques shall incur a service charge to be determined by the board. Repeat offenders may be requested to pay in cash.
- 13.11** All contracts of the League must be signed by the Officers or other persons authorized to do so by resolution of the Board.

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 must be reviewed at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting.

Article 15: Dissolution

- 15.1** Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues will hold the cash assets in trust until they are able to reactivate or merge the League. The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

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 the League will be the responsibility of the Secretary and/or President, 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 such persons as may be deemed necessary for the efficient functioning of the League's business.
- 17.3** The League will retain membership in the Edmonton Federation of Community Leagues.

Dated the _____ day of _____ 2020

Name	Position	Email Address	Signature
Les Barker	President	president@hairsine.ca	
Jaime Montgomery	Treasurer	treasurer@hairsine.ca	