

Duggan Community League

BY-LAWS

Approved 

DRAFT

Duggan Community League

Bylaws

1. Name

The name of the society shall be “Duggan Community League”. Duggan Community League is referred to hereinafter as “the League” or “the organization”.

2. Bylaws

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

3. Boundaries

The boundaries of Duggan Community League are that portion of the City of Edmonton bounded to the North by Whitemud Drive (eastbound), to the East by Calgary Trail NW (southbound), to the South by 34 Avenue NW and to the West by 111 Street NW, or otherwise as may from time to time be fixed by the Edmonton Federation of Community Leagues.

4. Membership

4.1 The Membership of Duggan Community League includes any individual who has paid the membership fee of Duggan Community League within the current membership year, who lives within the boundary defined in Article 3, AND who has completed a “Member Registration Form”.

4.1.1 Honorary membership may be granted to individuals who have contributed to the organization in an outstanding way. Individuals may be nominated for honorary membership at any meeting of the Board of Directors. Honorary memberships have all the same rights and privileges as other memberships, but do not expire with time.

4.1.2 Membership may be terminated by the Member submitting a request in writing to the Board of Directors that their Membership be terminated.

4.1.3 Notwithstanding clause 4.1, any person residing outside the boundary of the League defined in Article 3 may become an associate member upon payment of the required membership fee, although the League shall not actively canvass outside the boundaries of the League for memberships. An associate member is not eligible for appointment to any position on the Executive Committee, may not vote at any

meeting of the Board of Directors unless the associate member is otherwise elected or appointed as a Director, and notwithstanding clause 4.2 may not vote at general meetings (Annual and Special).

- 4.2** The Membership of the League is entitled to vote at general meetings (Annual and Special) and to attend Board of Directors meetings.
- 4.3** A Member of the League may be a Member Not in Good Standing if that Member has intentionally acted to harm the organization, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at general meetings (Annual and Special) or to attend Board of Directors meetings.
- 4.4** A Member of League 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.
- 4.4.1** Members of League 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.
- 4.4.2** Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.
- 4.4.3** 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.

4.5 Types of Memberships

4.5.1 Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided they agree with the objectives of the League. The League will have the following categories of membership, and voting privileges:

- (a) **Family:** Any group residing in one household, acting as a family unit. Household members are eligible for one vote per adult member up to a maximum of 2 votes per household.

- (b) **Senior:** Any person, or couple, one of whom is over 65 years of age. Household members are eligible for one vote per adult member up to a maximum of 2 votes per household.
- (c) **Single:** Any adult over the age of majority, with one vote per membership;
- (d) **Honorary Life Membership:** May be conferred upon anyone who has made significant, positive contribution to the League, with one vote per member. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.

5. Governance

5.1 Board of Directors

- 5.1.1 The League shall be governed by a Board of Directors consisting of not less than seven (7) and not more than fourteen (14) Directors.
- 5.1.2 The Board of Directors shall be elected at the Annual General Meeting of the 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.
- 5.1.3 A Director elected at the Annual General Meeting shall assume office immediately upon being elected.
- 5.1.4 The Board may appoint additional Directors, provided that the number of Directors does not exceed fourteen (14). 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 their appointment ratified at the next general meeting of Duggan Community League. A person so appointed assumes office immediately upon appointment;
- 5.1.5 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 in the same position shall not seek a further term in that position for a period of one (1) year before seeking re-election to the Board in that position, unless a replacement cannot be found.
- 5.1.6 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.

- 5.1.7** 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 adequate reason. Such a person may be reinstated to the Board by a resolution with the support of the Board (subject to clause 5.1.4).
- 5.1.8** Directors may be removed from office in the case of unsatisfactory performance and/or inappropriate behaviour.
- 5.1.8.1** A Director may be removed from the Board by a motion with two-thirds ($\geq \frac{2}{3}$) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.
- 5.1.8.2** 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.
- 5.1.9** The Board of Directors shall meet once per calendar month at least ten (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.
- 5.1.10** Quorum for a meeting of the Board of Directors shall be the two-thirds ($\frac{2}{3}$) the number of board members.
- 5.1.11** Any member may attend the Board of Directors' meeting, but will not be allowed to vote.
- 5.1.12** The Board of Directors may determine the rules of order which shall govern its meetings.

5.1.13 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. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

5.1.14 Emergency powers of the Board of Directors:

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

- a) The situation requires Board intervention to be resolved,
- b) The situation requires intervention before the next scheduled meeting of the Board of Directors to prevent negative impact on the organization,
- c) It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.

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

- a) 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,
- b) Propose a Board action that will resolve the emergency situation,
- c) Take a vote of the contacted Directors on the action proposed in (b). The President is empowered to implement the action if all successfully contacted Directors vote in favor of the action (unanimous). Votes may be counted over email, so long as the President has made verbal contact with the voting Director.
- d) If the successfully contacted Directors do not unanimously 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.

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

5.1.15 Directors shall not receive any remuneration for their work on Duggan Community League's Board of Directors. However, reasonable expenses incurred while carrying out duties of the League may be reimbursed on Board approval.

5.2 Executive Committee

- 5.2.1** The Executive Committee of the League will consist of the President, the Vice-President, the Secretary, and the Treasurer.
- 5.2.2** 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.
- 5.2.3** The President shall plan and preside over all meetings of the Board of Directors and all general meetings of Duggan Community 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.
- 5.2.4** The Vice-President shall assume the duties of the President in the absence of the President.
- 5.2.5** 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 Duggan Community League is published in accordance with its Bylaws and policies.
- 5.2.6** The Treasurer shall ensure that the books of account of Duggan Community League are properly kept. The Treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the board and at the Annual General Meeting.
- 5.2.7** The Board may add other members to the Executive Committee as it sees fit.
- 5.2.8** The Executive Committee shall meet once per calendar month at least ten (10) times per year. Notice of the meeting shall be given at least seven (7) clear days before the meeting, unless all members of the Executive Committee agree to abridge the notice period. Executive Committee meetings may combined with, or held either before or after, the meetings of the Board of Directors.

- 5.2.9** The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.
- 5.2.10** A member of the Executive Committee may resign their position on the Executive Committee by submitting a letter of resignation to the Board of Directors. A director may resign from the Executive Committee without resigning from the Board of Directors.
- 5.2.11** The term of office for the members of the Executive Committee shall be subject to clause 5.1.5. Election of the President and the Secretary shall be held in opposite years from the election of the Vice-President and the Treasurer.

6. General Meetings

6.1 General (Annual and Special)

- 6.1.1** The Quorum at a general meeting for Duggan Community League shall be fifteen (15) registered members in good standing of Duggan Community League at the time of the general meeting.
- 6.1.2** Subject to clauses **6.1.2.1**, **6.1.2.2**, and **6.1.2.3** below, any matter at a General Meeting shall be decided by a two-thirds ($\frac{2}{3}$) majority of Members present at the general meeting.
- 6.1.2.1** Matters that result in organizational debt, as outlined in clauses **7.4** and **7.5**, shall be decided by a four-fifths ($\frac{4}{5}$) majority of Members present at the General Meeting.
- 6.1.2.2** The Dissolution of the organization shall be governed by the process outlined in **Article 10**.
- 6.1.2.3** Modifications to the Bylaws of the organization shall be decided upon at general meetings, and shall be decided by a four-fifths ($\frac{4}{5}$) majority of members present at the general meeting.
- 6.1.3** All registered members of Duggan Community League are entitled to vote on all matters at general meetings, provided they are present at the meeting. Votes will be taken by a show of hands, and voting by proxy will not be permitted.

6.2 Annual General Meeting

- 6.2.1** The Annual General Meeting of Duggan Community League shall be held within four (4) months of the financial year end, on a date determined by the Board of Directors.

- 6.2.2** 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 organization.
- 6.2.3** The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership with the meeting notification email. 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 5.1.4), 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.

6.3 Special General Meetings

- 6.3.1** 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 letter signed by a minimum of 15 members or 20% of the Organization, whichever is greater.
- 6.3.2** Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

7. Records and Financial Matters

- 7.1** The records and books of account of Duggan Community League shall be retained by the Treasurer of the Board of Directors or a designate. 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.
- 7.2** The financial records of the League shall be subject to, at the discretion of the Executive Committee of the League, either:
- (a) a review engagement at the end of each fiscal year by a qualified CPA, or
 - (b) a review by any two (2) members of the League who are not on the Board of Directors,

who will then present a summary of their findings to the Board of Directors.

7.2.1 The financial records of the League shall be audited no later than every fifth year by a duly qualified auditor who shall not be a member of the League. An audit of the financial records of the League for any year, prior to the fifth year, may be requested by a majority vote from the Board of Directors.

7.3 A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.

7.4 The Board may not incur any debt without successfully obtaining authorization from the Membership by way of a General Meeting. If the Board of Directors is requesting permission from the Membership to incur debt, the Notice for the General Meeting shall explicitly state that the organization may incur debt as a result of the Meeting, and the General Meeting shall be subject to clause **7.4.1**.

7.4.1 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.

7.5 Debt incurred by the organization is restricted in use to the plan outlined in clause **7.4.1**. Amendments to the use of debt must receive support of the Membership at a General Meeting.

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

8. Dispute Resolution Bylaws Clause

8.1 This article applies to any dispute arising out of the **affairs of the League** or the application of its bylaws.

8.2 The Dispute may be between:

- e) members, or
- f) the League and its Directors or its Officers, or
- g) the League or its Directors or its Officers and either

- i) a member, or
- ii) a former member who was a member within the previous 12 months.

8.3 Any dispute subject to clause 8.1 and 8.2 will be resolved by:

- a) Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - b) Written appeal to the Board of Directors (and/or other appropriate committee) for a decision. If resolution is not achieved, then by:
 - c) Mediation pursuant to the National Mediation Rules of the Alternative Dispute Resolution Institute of Canada (ADRIC), or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
 - d) Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 8.4** The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.
- 8.5** Members are obligated to comply with the League's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the League's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.
- 8.6** In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

9. Protection and Indemnity of Directors and Officers

- 9.1** Each Director or Officer holds office with protection from the League. The League indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the League, provided the act is performed with an appropriate level of diligence. The League does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 9.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the League. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the League, unless the act is fraud, dishonesty or bad faith.

9.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the League’s auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

10. Dissolution

10.1 Duggan Community League may be dissolved by a Special Resolution, passed by a majority of not less than four-fifths (4/5) of the Members present at a Special General Meeting of Duggan Community League, called for the express purpose of considering dissolution.

10.2 The meeting to dissolve Duggan Community League shall have a Quorum of fifty percent (50%) Members and shall require notice of thirty (30) clear days.

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

11. Amendments to the By-laws

11.1 These By-laws may be rescinded, altered or added to by a Special Resolution at a General, Special General or Annual General Meeting with twenty-one (21) days notice.

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

12. Administration

12.1 The use, care and safekeeping of the seal of the League 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.

12.2 The Board of Directors is authorized to hire such persons as may be deemed necessary for the efficient functioning of the League's business.

12.3 The League will retain membership in the Edmonton Federation of Community Leagues.

Date: _____ .

Signature: _____ Print Name: _____	City/Town _____	Address _____	Province _____	Apartment _____ Postal Code _____
---------------------------------------	-----------------	---------------	----------------	--

Signature: _____ <u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:			
Signature: _____ <u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:			
Signature: _____ <u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:			
Signature: _____ <u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:			
WITNESS Signature: _____ <u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:			

DRAFT