

**Queen Alexandra Community
League
Society
BY-LAWS**

Approved 

Queen Alexandra Community League Society

Bylaws

1. Name

1.1. The name of the society shall be "Queen Alexandra Community League". Queen Alexandra Community League is referred to hereinafter as "Queen Alexandra Community League" or "the League".

2. Bylaws

2.1. These are the general Bylaws of Queen Alexandra Community League and replace all previous Bylaws and amendments.

3. Boundaries

3.1. The boundaries of Queen Alexandra Community League are the portion of the City of Edmonton described as follows:

commencing at a point at the intersection of 109th Street and 82nd Avenue, thence east to 104th Street, thence south to 70th Avenue, thence west to 109th Street, thence north to the point of commencement " provided that no real property bordering the west side of 109th Street, the east side of 104th Street, the north side of 82nd Avenue and the south side of 70th Avenue shall form part of the area hereinbefore defined.

4. Purpose

4.1. To promote an inclusive, safe, and vibrant community by providing the opportunity for the members to engage in social, recreational, neighbourhood advocacy, and community building activities;

4.2. To provide the opportunity for members to consider, discuss, and take action on questions affecting the interests of the community;

4.3. To provide an accessible, functional, and comfortable gathering space to hold community activities and, engage and connect members;

4.4. To build and maintain the engagement and involvement of people living in the community to ensure the sustainability and relevance of the league to its members.

4.5. Queen Alexandra Community League shall be non-sectarian, non-racial, non-religious and shall not be aligned with any political party.

5. Membership

5.1. The Membership of Queen Alexandra Community League includes any individual who has paid the membership fee of Queen Alexandra Community League within the current membership year, is over the age of sixteen (16) when the membership fee is paid, AND whose primary residence is within the boundary defined in Article 3. All memberships expire on the same date annually.

5.1.1. Honorary membership may be granted to individuals who have contributed to the organization in an outstanding way. Individuals may be nominated for honorary membership by Special Resolution at any General Meeting. Honorary memberships have all the same rights and privileges as other memberships except for voting rights at general meetings and do not expire with time.

5.1.2. Any member wishing to formally withdraw from Membership must submit a request in writing to the Board of Directors that their Membership be terminated.

5.2. The Membership of Queen Alexandra Community League is entitled to vote at general meetings (Annual and Special). The Membership is entitled to attend Board of Directors meetings as non-voting participants.

5.3. A Member of Queen Alexandra Community 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.

5.4. A Member of Queen Alexandra Community 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.

5.4.1. Members of Queen Alexandra Community 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.

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

5.4.3. 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.

6. Governance

6.1. Board of Directors

- 6.1.1.** Queen Alexandra Community League shall be governed by a Board of Directors consisting of not fewer than seven (7) and not more than twelve (12) Directors. The Board of Directors includes the Executive Committee as specified in clause **6.3**.
- 6.1.2.** The Board of Directors shall be elected at the Annual General Meeting of the Queen Alexandra Community League by the voting members. In order to be elected to the Board of Directors, a candidate must be a member of the Queen Alexandra Community 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 1st day of May following the election.
- 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 Queen Alexandra Community League. A person so appointed assumes office immediately upon appointment. For the purposes of determining term limits subject to clause **6.1.5.**, it is held that the person assumed office at the previous Annual General Meeting.
- 6.1.5.** The term of office of a Director shall be two (2) years from the date that he or she assumes office as outlined in clause **6.1.3**. 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.
- 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. Such a person may be reinstated to the Board by a motion with the support of the Board (subject to clause 6.1.5).
- 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 favor 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 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.
- 6.1.10.** Quorum for a meeting of the Board of Directors shall be two-thirds ($\frac{2}{3}$) the number of board members.
- 6.1.11.** The Board of Directors is governed firstly by these bylaws and secondly, where not inconsistent with these bylaws, by a recognized set of rules for conducting meetings which is agree to by the board at the first board meeting of the year.
- 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. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.
- 6.1.13.** Directors shall not receive any remuneration for their work on the Board of Directors.

6.2. Emergency powers of the Board of Directors

6.2.1. An emergency situation is defined as a situation that meets all 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 critical negative impact on the organization,
AND
- c) It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.

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

6.2.2.1. 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,

6.2.2.1.1. Once the President begins notifying Directors, they must complete notifying all Directors using at least 1 method of communication within a period of 90 minutes.

6.2.2.2. Propose a Board action that will resolve the emergency situation,

6.2.2.3. Take a vote of the contacted Directors on the action proposed in **6.2.2.2.** 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.

6.2.2.4. 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.

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

6.3. Executive Committee

6.3.1. The Board of Directors of Queen Alexandra Community League shall include an Executive Committee.

6.3.2. The Executive Committee of Queen Alexandra Community League shall consist of the President, the Vice-President, the Secretary, and the Treasurer.

- 6.3.3.** The President, Vice-President, Secretary, and Treasurer of Queen Alexandra Community League shall be elected at the Annual General Meeting of the Queen Alexandra Community League by the voting members. In order to be elected to the Executive Committee, a candidate must be a member of the Queen Alexandra Community League and must receive the support of a simple majority of those present at the Annual General Meeting. Should an Executive position become vacant, the Board shall fill it from its Directors to complete the term of the original position.
- 6.3.4.** An Executive Committee Member elected at the Annual General Meeting shall assume office on the 1st day of May following the election. No Director may hold any single Executive Committee position for longer than two (2) consecutive terms. A Director who serves as an Executive Committee Member shall count their time on the Executive Committee as part of their total term of office as outlined in clause **6.1.5**.
- 6.3.5.** The President shall plan and preside over all meetings of the Board of Directors and all general meetings of Queen Alexandra Community League, or shall appoint another Director 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. The President shall represent the League to media and governmental and external organizations as required.
- 6.3.6.** The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President is responsible for establishing a sense of rapport with the membership in a way which complements the work of the Board of Directors. The Vice-President is charged with not only encouraging ways for Membership to get involved with Queen Alexandra Community League, but also with how the League can be more responsive to the Membership's needs and desires.
- 6.3.7.** 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 Queen Alexandra Community League is published in accordance with its Bylaws and policies. The Secretary is also responsible for ensuring proper records and correspondence are submitted on time to government, insurance or other organizations requiring such information about the Queen Alexandra Community League or its Board of Directors.
- 6.3.8.** The Treasurer shall ensure that the books of account of Queen Alexandra Community League are properly kept. The Treasurer shall also be responsible for ensuring that a

true and accurate financial summary is presented regularly to the board and at the Annual General Meeting.

6.3.9. The Board may add other members to the Executive Committee as it sees fit.

6.3.10. The Executive Committee shall meet at least twice (2 times) in the year between AGMs. 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.

6.3.10.1. The Agenda for the Executive Committee Meetings shall be prepared by the President and shall be distributed to the Executive Committee with the meeting notification. The agenda shall include, at a minimum, a review of these Bylaws and a review of the policies of the League.

6.3.11. The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

6.3.12. A member of the Executive Committee may resign his/her 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.

6.4. Other Committees

6.4.1. There shall be the following standing committees of Queen Alexandra Community League:

- a) The Buildings and Grounds Committee,
- b) The Membership Committee, AND
- c) The Finance Committee.

6.4.2. The Building and Grounds Committee shall have charge of all buildings, works, improvements, grounds, recreational and sports facilities, tools and equipment of Queen Alexandra Community League.

6.4.3. The Membership Committee shall be responsible for the annual membership drive, coordinating memberships throughout the year, and shall keep a record of the members.

6.4.4. The Finance Committee shall be responsible for the yearly audit process, recommendations to the board on financial planning such as investments.

6.4.5. The Board of Directors may create other committees as deemed necessary, as long as all committees have submitted to the satisfaction of the Board the following documents:

- a) a written Terms of Reference that outlines their purpose,
- b) membership selection process, AND
- c) anticipated budget.

6.4.5.1. All committees must contain at least one Sponsoring Director. The Sponsoring Director links the committee to the Board of Directors and is responsible for keeping the Board of Directors apprised of the committee's actions. The Director does not necessarily need to chair the committee.

6.4.6. Committees may be disbanded by the Board of Directors should they no longer meet the above requirements or if the purpose of the committee has been fulfilled.

6.4.7. 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. General Meetings

7.1. General (Annual and Special)

7.1.1. The Quorum at a general meeting for Queen Alexandra Community League shall be twenty-five (25) or 10% of the registered Membership of Queen Alexandra Community League at the time of the general meeting, whichever is greater.

7.1.2. Subject to clauses **7.1.2.1**, **7.1.2.2**, **7.1.2.3**, and **7.1.2.4** below, any matter at a General Meeting shall be decided by a simple majority of Members present at the general meeting.

7.1.2.1. Members may abstain from voting at a general meeting in accordance with the same procedure outlined in clause **6.1.12**.

7.1.2.2. Matters that result in organizational debt, as outlined in clauses **8.4** and **8.5**, shall be decided by a four-fifths ($\frac{4}{5}$) majority of Members present at the General Meeting.

7.1.2.3. The Dissolution of the organization shall be governed by the process outlined in Section **9**.

7.1.2.4. Modifications to the Bylaws of the organization shall be decided upon by Special Resolution at general meetings, and shall be decided by a four-fifths ($\frac{4}{5}$) majority of members present at the general meeting.

7.1.3. All registered members of Queen Alexandra 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.

7.2. Annual General Meeting

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

7.2.2. 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.

7.2.3. 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 **8.3**), written reports from all committees formed over the previous year, a presentation of the planned Board activities and budget for the upcoming year, the election of Board members to fill vacant Board positions (as detailed in clause **6.1.2**), 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. Special General Meetings

7.3.1. 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.

7.3.2. 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.

8. Records and Financial Matters

- 8.1.** The records and books of account of Queen Alexandra 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.
- 8.2.** The Board of Directors shall appoint auditors each year to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) individuals who do not have signing authority on any of Queen Alexandra Community League's bank accounts, and have not had signing authority within the previous two (2) calendar years. The selected individuals must be approved by the membership at the Annual General Meeting, and the audit must be completed within three (3) months of the end of the fiscal year.
- 8.3.** 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, audited and signed by the society's auditor.
- 8.4.** 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 **7.1.2.2**.
- 8.4.1.** 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.
- 8.5.** Debt incurred by the organization is restricted in use to the plan outlined in clause **8.4.1**. Amendments to the use of debt must receive support of the Membership at a General Meeting.
- 8.6.** Any two of the President, the Treasurer, or the Vice-President may sign on behalf of Queen Alexandra Community League all deeds, contracts, conveyances, bills, notes, cheques, debentures and all other documents pertaining to the affairs of Queen Alexandra Community League, provided that the authorization of the Members has been obtained where such authorization is required under the terms of these Bylaws.
- 8.7.** The Board may not exceed the yearly budget approved by the membership at the Annual General Meeting by more than fifteen percent (15%) of the total yearly budget. The Board may request permission from the membership to increase the yearly budget through a duly convened General Meeting subject to clause **7.1.2.2**.

8.8. Queen Alexandra Community League shall publish and distribute certain information after each General and Board of Directors meeting to all members. Minimally, this will include:

- a) the Minutes, or a Synopsis thereof, of the preceding General or Board of Directors meeting.
- b) a copy of the Treasurer's Report.
- c) any notices that are requested to be published pursuant to these Bylaws.
- d) notices of upcoming meetings and functions.
- e) names, positions and contact information of the members of the Board of Directors.

8.8.1. This information will be made available to all members by way of a newsletter, email, posting on the Queen Alexandra Community League Website, or other similarly accessible media agreed upon by the Board of Directors.

9. Dispute Resolution Bylaws Clause

9.1. This section applies to any dispute arising out of the affairs of the League or the application of its bylaws:

9.2. The Dispute may be between:

- a. members, or
- b. the League and its Directors, or
- c. the League or its Directors and either
 - i. a member, or
 - ii. a former member who was a member within the previous 12 months.

9.3. Any dispute subject to clause **9.2** 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 (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c) Mediation pursuant to the National Mediation Rules of Alternative Dispute Resolution Institute of Canada, 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 ADRI, or to arbitration practices agreed upon by the parties. The decision will bind all parties.

9.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

- 9.5.** 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.
- 9.6.** 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.

10. Dissolution

- 10.1.** Queen Alexandra Community League may be dissolved by a Special Resolution, passed by a majority of not less than four-fifths ($\frac{4}{5}$) of the Members present at a Special General Meeting of Queen Alexandra Community League, called for the express purpose of considering dissolution.
- 10.2.** The meeting to dissolve Queen Alexandra 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 Queen Alexandra Community League shall be distributed to charitable local organizations whose objectives are similar to those of Queen Alexandra Community League.