

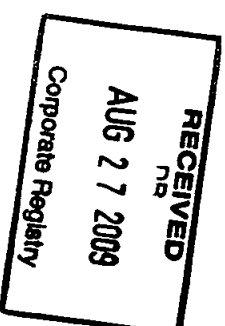


24 August 2009

Alberta Registries  
PO Box 1007, St. Main  
Edmonton, AB T5J 4W6

Dear Alberta Registries,

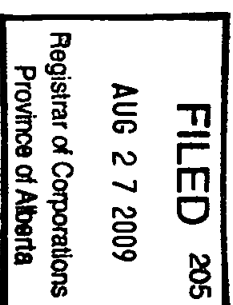
RE: Lewis Estates Community League – Special Resolution to amend existing bylaws



I Herewith certify that the following Special Resolution was passed at a meeting of the members of the Lewis Estates Community League on September 15, 2008.

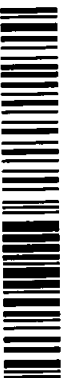
The bylaws were changed as follows:

The existing bylaws were repealed. They are replaced with the attached bylaws.



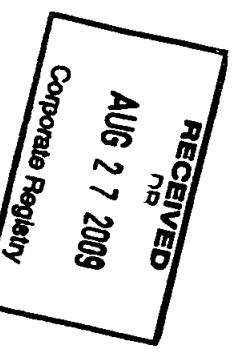
Craig Pilgrim

Secretary, Lewis Estates Community League



10000607106293481

# LEWIS ESTATES COMMUNITY LEAGUE BYLAWS



## Article 1 Name

- 1.1. The legal name of the organization will be the “Lewis Estates Community League,” hereinafter referred to as “the League” and/ or “LECL”.

## Article 2 Boundaries

- 2.1. The League will be bounded on the north side by 95<sup>th</sup> Avenue, on the south by 79<sup>th</sup> Avenue (Whitemud Drive), on the east by Anthony Heday Drive, and on the west by 215<sup>th</sup> Street (Winterburn Road).

## Article 3 Definitions

- 3.1. *Board of Directors*, hereinafter called the ‘*Board*’, will consist of all Executive Directors, Operating Directors, and Directors at Large, as specified in Article 8 of these bylaws.
- 3.2. *Executive Director*, a Director of the League serving as President, Vice President, Treasurer, Secretary, and Past-President.
- 3.3. *Operating Director*, a Director of the League holding an Operating portfolio.
- 3.4. *Director-at-large*, a Director of the League with no specified portfolio.
- 3.5. ‘*In good Standing*’, any member, whose membership fees are paid in full, and who is not expelled or under suspension, is considered in good standing.
- 3.6. *Resident*, a resident is anyone over the age of 18 living inside the established boundaries of the League.
- 3.7. *Non-resident*, a non-resident is anyone living outside the established boundaries of the League.
- 3.8. *Security Check*, means a check through the Canadian Police Information Centre (CPIC) to determine if an individual has a known criminal record.
- 3.9. *Special Resolution*, a resolution which requires 21 days notice to the membership prior to any meeting at which it is to be presented and requires a three-fourths (3/4) majority of members voting to be adopted. A special resolution is required for all Bylaw revisions, financial matters outside the approved budget and over \$2000.00, policy issues, or other major issues as specified in these Bylaws or at the discretion of the Board.
- 3.10. *Expanded Meaning* – Words associated with the use of any gender include all genders.

## Article 4 Annual Memberships

- 4.1. Types of Memberships
  - 4.1.1. Resident Member—a resident, within the League Boundaries and over the age of 18, who can become a member upon payment of the appropriate membership fee.
  - 4.1.2. Non-resident Member – any non-resident, not having a Community League in the area where they reside, can become a member upon payment of the appropriate membership fee.
  - 4.1.3. Associate Member - Any business that is located within or outside the defined boundaries of the League, which pays the appropriate Associate Membership Fee, or is given honorary status from year-to-year at the discretion at the Board.

- 4.2. Non-resident and Associate Members are non-voting members.
- 4.3. The membership year will be from September 1 to August 31 of each year.
- 4.4. Membership fees will be based on offsetting expenses from annual community league operating costs (rink, insurance, communication, programs, socials, etc) and will be determined each year within the Annual Budgeting process.

4.5. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

## **Article 5 Meetings**

### **5.1. General Meetings**

- 5.1.1. The League will hold an Annual General Meeting (AGM) no more than four (4) months after the fiscal year-end for presentation of the financial report, and for the election of Directors.
  - 5.1.2. Quorum for all General Meetings will be 12 Resident Members in good standing.
  - 5.1.3. If quorum is not present at a General meeting, a second meeting will be called for the purpose of passing specific motion(s) seven (7) days later. During that time, all efforts will be taken to inform all Directors and members of the meeting and encourage their attendance. If quorum fails at the second meeting, then the number of Resident Members in attendance will be considered quorum.
  - 5.1.4. A minimum of 21 days notice is required for any General meeting. Such notice will be delivered by mail and/or electronically to the last-known address of each member of the League
  - 5.1.5. A Special General Meeting (SGM) may be called to deal with specific items.
    - 5.1.5.1. A SGM may be called at the discretion of the President.
    - 5.1.5.2. A SGM must be called within seven (7) days of receipt, by the President, of a written request by a voting member for such meeting, signed by 10 percent of the members of the League.
    - 5.1.5.3. Any call for a SGM must include specific reference to the item(s) to be dealt with.
- ### **5.2. Board Meetings**
- 5.2.1. The Board will meet regularly during the year, a minimum of every two months, or at the call of the President.
  - 5.2.2. A Special Board Meeting may be called to deal with specific items.
  - 5.2.3. A Special Board Meeting may be called at the discretion of the President, or within ten (10) days of receipt by the President of a written request supported by a minimum of four (4) members of the Board.
  - 5.2.4. At least ten (10) days notice to all Board members is required for any Special Board Meeting. Such notice will be delivered by mail or electronically to the last-known address of each Board member, and by phone to the last-known number of the Board member.
  - 5.2.5. Any call for a Special Board Meeting must include specific reference to the item(s) to be dealt with.

- 5.2.6. Quorum for any Board Meeting shall be 50% of the Board or a minimum of four (4) Directors, whichever is larger. Two (2) of the attendees must be executive directors.
- 5.2.7. Any business conducted where quorum is not present, will be null and void, until ratified at the next meeting of the Board.
- 5.2.8. Any member, in good standing, may attend a Board meeting for information. The Board may, by resolution, determine whether non-board members may speak to an item on the agenda.
- 5.2.9. Non-board members do not have a vote at the Board meeting.

#### **Article 6 Voting**

- 6.1. Any Resident Member as specified in Section 4.1, who is in good standing, is entitled to vote.
- 6.2. Resident Members are entitled to one vote per membership.
- 6.3. All voting will be done in person, and not by proxy.
- 6.4. Except for nominations or elections, significant financial questions, and controversial matters where a secret ballot is required or can be requested, a show of hands will be adequate for voting.

#### **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 two members of the League elected at the AGM (audit committee).
- 7.2. The auditor or audit committee will present a complete and proper statement of the standing of the books, for the previous year.
- 7.3. The fiscal year will end on May 31.
- 7.4. The books and records may be inspected by any member at the AGM, or upon giving two (2) weeks notice and arranging a time satisfactory to the Director(s) in charge of the records.
- 7.5. The Directors will at all times have reasonable access to all such books and records.

#### **Article 8 Board**

- 8.1. The Board shall consist of the Executive Directors, Operating Directors, and Directors at Large determined at the AGM. There shall be up to five (5) Executive Directors, and up to 6 additional Directors.
- 8.2. Only Resident Members, in good standing, may be elected or appointed to a Board position.
- 8.3. All Board positions shall be governed by the League's policy on Security Clearance.
- 8.4. **Executive Directors:**
  - 8.4.1. President
    - Presides at all General and all Board meetings of the League. In his absence, the Vice-President shall preside at any such meetings.
    - Is an ex-officio member of all committees except the Nominating Committee.
    - Is charged with the general supervision of all the activities of the League.
    - Shall be one of the signing authorities for the League.
    - The President or the President's appointed designate, will act as official spokesperson for

the league, conveying information endorsed by the Board.

#### 8.4.2. Vice President

- In the absence of the President, the Vice President shall perform the duties of the President.
- Shall be one of the signing authorities for the League.
- Shall be responsible for the annual review of Bylaws, Policies and Procedures.

#### 8.4.3. Secretary

- Responsible for keeping accurate minutes of all General and Board meetings of the League.
- Responsible for meeting notice distributions.
- Responsible for the minute book and correspondence of the League.
- Shall be one of the signing authorities for the League.
- Responsible for the Seal of the League as detailed in Article 17.1.
- In the absence of the Secretary another officer may be appointed by the Board to discharge these duties.

#### 8.4.4. Treasurer

- Responsible for all financial records of the League.
- Responsible, on behalf of or in the name of the League, for all monies collected or otherwise received, for issuing receipts, for payment of all accounts when properly approved, for keeping proper accounts, receipts, and vouchers of same, and for the deposit of funds to the League's bank accounts.

- Reports the financial standings of the League at Board meetings and at the AGM.
- Prepares an annual budget for the League for Board approval.
- Presents to the AGM an audited/reviewed statement of the financial affairs of the League for the preceding fiscal year, and a budget for the current year.
- Prepares policy and procedures with respect to the financial matters of the League.
- Shall be one of the signing authorities for the League.

#### 8.4.5. Past-President

- Outgoing President shall be appointed to serve a one-year term, following serving as President.
- Supports and helps with transition of new Board and President.

### 8.5. Operating Directors:

#### 8.5.1. Membership Director

- Responsible for the organization, timing and completion of the Annual Membership Drive.
- Keeps a record of and maintains the membership lists and other records pertaining to membership.

- Ensures compliance with the Edmonton Federation of Community League's (EFCL) Code of Ethics with respect to selling memberships.

#### 8.5.2. Communications Director

- Responsible for the publication and delivery of the newsletter and participates in collecting articles for the newsletter.
- Responsible for soliciting advertising for the newsletter.
- Ensures articles and advertising have been reviewed by the Board.
- Responsible for the maintenance of the League website.
- Arranges for publicity for league events (e.g. signs, etc).
- Prepares and submits an annual budget for newsletter, signage, and website operation to the Treasurer.

#### 8.5.3. Facilities Director

- Responsible for the development and maintenance of the ice rink and other League facilities.
- Prepares an annual budget for the maintenance and operation of the rink and other League facilities.

#### 8.6. Director-at-large:

8.6.1. A Director-at-large holds an introductory Board position with no specific portfolio, but with all the privileges and responsibilities of a Board member.

8.6.2. A Director-at-large works with and aids other Board members as required.

8.6.3. A Director-at-large may work on a variety of Portfolios, including Communications, Social, Fundraising (Casinos), Programs, Sports, and others as deemed necessary by the Board.

8.7. Subject to the Bylaws, or to directions given it by majority vote at any meeting properly called and constituted which do not contravene these Bylaws, the Board will have full control and management of the affairs of the League.

8.8. Any Director may resign from the Board by submitting a letter of resignation to the Board. Such resignation will be effective immediately.

8.9. 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 the member they are replacing.

### Article 9 Committees

#### 9.1. Standing Committees

9.1.1. The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General Meetings or at Board Meetings.

9.1.2. 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 or in a General Meeting.

9.1.3. Such Committees will be answerable to and report to the Board and will continue to exist

for an indefinite period of time.

9.1.4. A minimum of one Board Member is required to sit on each Standing Committee.

## 9.2. Ad Hoc Committees

9.2.1. The League may at times create such Ad Hoc Committees as may be deemed necessary, either at General or Board Meetings, in order to conduct the League's business.

9.2.2. 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 or at a General Meeting.

9.2.3. Such Committees will be answerable to and report to the Board and will have a defined time of termination at the time they are created.

9.2.4. A minimum of one Board Member is required to sit on each Ad Hoc Committee.

## Article 10 Elections & Appointments

10.1. Elections are held at the Annual General Meetings.

10.2. Executive Directors, Operating Directors, and Directors-at-large take office immediately following their election.

10.2.1. All elections or appointments to Board positions are provisional pending a Security Clearance as governed by the League's Security Policy. The Board reserves the right to request security checks on any or all board positions and/or committee members.

10.3. The term of office for each Executive Director, Operating Director, and Director at Large is two (2) years, subject to below and Section 10.4.

10.3.1. The President and Secretary shall be elected in odd numbered years, and

10.3.2. The Vice President and Treasurer shall be elected in even numbered years.

10.4. In the event a board position is not filled by election at a duly convened AGM, the Board reserves the right to fill the vacant position by appointment.

10.4.1. Such appointment is subject to ratification at the next General Meeting.

10.4.2. Executive positions filled by appointment will be without signing authority pending ratification and Security Clearance as governed by the League's Security Policy.

10.4.3. The term of a position filled by appointment will be from the date of appointment until the next scheduled election for that position.

10.5. In the event that a Board position is vacant prior to an AGM in a year other than as laid out in

10.3.1 or 10.3.2, the position will be posted for election at that AGM.

10.5.1. The term for a position filled in a non-scheduled year shall be one (1) year.

10.6. No member shall hold the same Executive position for more than three (3) consecutive terms.

10.7. A person appointed or elected becomes a Director if, a) they were present at the meeting when being appointed or elected, and did not refuse the appointment or nomination, or b) 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 Board is empowered to expel any member from membership, or any Board Member from office, for any conduct deemed injurious to the League or its purposes.

11.1.1. All complaints before the Board 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.

11.1.2. Pending a full and proper hearing, the accused Member or Director will be placed on suspension.

11.1.3. The Board will hold a hearing where the accused, upon fourteen (14) days notice in writing, has the opportunity to attend and present their case.

11.1.4. The quorum for such a hearing will be 3 of the Executive Directors.

11.1.5. At the conclusion of the hearing, the Board will debate the matter 'in Executive Session', after which a majority vote of the Board will prevail.

11.1.6. The Board will render a written decision within 72 hours.

11.1.7. The decision of the Board is final.

11.1.8. If the individual fails to attend the hearing, the termination will be effective immediately.

11.2. The Board, at its discretion, may remove any Director from office, without a hearing, if the Director is absent from three (3) consecutive meetings, or if the Director is absent from four (4) meetings in a twelve (12) month period.

## **Article 12 Remuneration**

12.1. No Director will receive any remuneration for his/her services.

12.2. A Director may receive reimbursements for pre-approved expenses incurred as a result of performing the League's business, upon presentation of original receipts, or equivalent.

## **Article 13 Financial**

13.1. The Board or 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.

13.3. All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by a minimum of two authorized signatures, and shall include signature from either the Treasurer or the President.

### **13.4. Annual Budget**

13.4.1. The Treasurer will submit the Annual Budget to the Board for approval prior to the AGM.

13.4.2. The Treasurer will present the Approved Annual Budget to the membership at the AGM.

13.5. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

13.6. No two (2) members of the same household will be signing authorities.

13.7. No signing authority will sign a cheque where they are the payee.



**Article 14 Amendments to the Bylaws**

- 14.1. These Bylaws may be rescinded, altered, or added to by a Special Resolution at any General Meeting.
- 14.2. All proposed changes must be submitted to, and reviewed, by the Board of Directors prior to being presented at a General Meeting.
- 14.3. Notification of proposed Bylaw changes must accompany the notice of meeting delivered to all members twenty-one (21) days prior to any 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 Tri-parite License Agreement.

**Article 16 Parliamentary Authority**

- 16.1. The rules contained in “Robert’s Rules of Order,” in its most current edition, will govern the proceedings at all Board and General Meetings and in all cases where they are applicable, provided 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 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 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.

**Article 18 Privacy**

- 18.1. The league will collect personal information such as address, contact and residence information only for the purpose of administering and enhancing the League’s programs. Health insurance or emergency contact information may be collected as required to administer sports and recreational activities. Aggregate information such as age or gender profiles of the community without identification of individuals may be used to develop the League’s programs.
- 18.2. Personal information will not be sold or leased to any commercial or other organization except in accordance with requirements under the law or as specified at the time of collection of the information.
- 18.3. Personal information will be kept by the Membership Director or by the specific administrator of the relevant program requiring the information. Any member may verify their own information on request to the Membership Director or the program administrator within a reasonable time. A member requesting to verify or update information must be able to provide proof of identity before accessing their own personal information held by the League, and anyone holding such personal information may not disclose it except in accordance with these bylaws.
- 18.4. The League will abide by the Privacy guidelines of the Edmonton Federation of Community Leagues.
- 18.5. Any issues regarding the safekeeping or use of personal information may be addressed to the

