



ARTICLE 1: NAME

The legal name of the organization will be "Blue Quill Community League," herein after referred to as "the League."

ARTICLE 2: BOUNDARIES

The League will be bounded on the north by 34 Avenue, on the south by Blackmud Creek, on the east by 111 Street, and on the west by Whitemud Ravine, thus including the neighbourhoods of Blue Quill, Blue Quill Estates, Sweet Grass and Skyrattler.

ARTICLE 3: DEFINITIONS

- 3.1 "The Board" shall mean The Board of Directors as specified in Article 6.
- 3.2 "Director" shall mean any member elected or appointed to a Board position as specified in Article 6.
- 3.3 "Executive" shall mean the executive committee of the League, which shall be comprised of the President, Vice President, Treasurer and Secretary.
- 3.4 "Member" shall mean any member of the League.
- 3.5 "Fiscal year" of the League runs from September 1 to August 31.
- 3.6 "Annual General Meeting" (AGM) shall mean the meeting at which the League's year-end financial statements are presented.
- 3.7 "Board Meeting" shall mean a monthly meeting of the Board.
- 3.8 "General Meeting" shall mean a meeting of the League's general membership.
- 3.9 "Special Meeting" shall mean any meeting of the League that is called for a particular purpose over and above the regular general or board meetings of the League.
- 3.10 "Special Resolution" shall mean a resolution passed:
 - 3.10.1 at any meeting of which not less than thirty (30) days' notice has been duly given specifying the details regarding the resolution, and
 - 3.10.2 by a vote of not less than 75% of the members present in person, and in good standing, at the meeting.

ARTICLE 4: MEMBERSHIP

- 4.1 Any resident within the stated boundaries may be a member upon payment of the membership fee, provided he/she agrees to the objectives of the League.



- 4.2** There will be five categories of membership:
- 4.2.1** family (any group residing in one household acting as a family unit),
 - 4.2.2** senior (65 years of age and over),
 - 4.2.3** single (one individual),
 - 4.2.4** associate membership (any business located within the defined Boundaries of the League), and
 - 4.2.5** honorary life membership.
- 4.3** Honorary life membership may be conferred upon anyone who has provided service to the League for more than 15 years, was a founding member, or has made significant, positive contributions to the League. Holder of such membership will be entitled to full membership rights except the holding of an elected position. The decision for presenting life memberships will be at the discretion of The Board of Directors.
- 4.4** Membership fees will be determined each year at the Annual General Meeting.
- 4.5** The membership year will be from September 1 to August 31 of the following year.
- 4.6** Any member may resign their membership from the League by giving notice in writing to the Secretary of the League or by not renewing their membership dues.
- 4.7** Membership in the League may be revoked by Special Resolution at a Board Meeting for any just cause, provided such member is given the opportunity to have a proper hearing among his or her peers prior to the consideration of the Special Resolution. Such member's privileges shall be suspended by The Board pending the outcome of the Special Resolution.

ARTICLE 5: NOMINATIONS

- 5.1** Any member in good standing and the age of majority can be nominated for a Board of Directors' position if a member of the League for three (3) months, or if an Executive member transferred from another community league within the Edmonton Federation of Community Leagues.
- 5.2** The candidate for President shall have served in either an Executive or Board of Director position for not less than one (1) year.
- 5.3** Any member of The Board may run for any open elected position but must resign their current position upon acceptance of the new position.
- 5.4** No two members from the same household shall occupy Executive positions concurrently.



ARTICLE 6: BOARD OF DIRECTORS

The Board of Directors, and their respective duties, are as follows:

6.1 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;
- be the official spokesperson of the League.

6.2 Past President

The Past President will:

- assume Ad Hoc duties at the discretion of The Board;
- be the Nominating Committee Chair.

6.3 Vice President

The Vice President will:

- preside at any meetings when the President is absent;
- assume any duties from the President as required;
- oversee all contracts of the League.

6.4 Secretary

The Secretary will:

- be responsible for the recording, distribution and care of all minutes of The League's General, Annual General, Special, and Board meetings;
- be responsible for the care of any other League records, including meeting agendas and contracts;
- have charge of the seal of the society;
- have charge of the care and upkeep of the policy binder,
- file all necessary legal documents including annual reports to Corporate Registry.

6.5 Treasurer

The Treasurer will:

- be responsible for all financial records of the League;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing duplicate 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 General Meeting;
- present to the Annual General Meeting financial statements for the preceding fiscal year that have been reviewed by an independent CMA, CGA or CA;
- present to the Annual General Meeting the budget for the upcoming fiscal year;
- recommend, in conjunction with the Executive, an Annual Budget to the Board of Directors.

6.6 Social Director

The Social Director will:

- be charged with the general supervision of all social events of the League;
- be an ex-officio member of all social committees;
- prepare an annual budget and a year end report in conjunction with each social



committee.

6.7 Sports Director

The Sports Director will:

- be charged with the general supervision of all sports programs of the League;
- be an ex-officio member of all sports committees;
- prepare an annual budget and a yearend report in conjunction with each sport committee.

6.8 Program Director

The Program Director will:

- be charged with the general supervision of all programs of the League using the facility on a regular basis;
- be an ex-officio member of all such committees;
- prepare an annual budget and a year-end report in conjunction with each such committee.

6.9 Membership and Volunteerism Director

The Membership Director will:

- be responsible for the organization, timing and completion of the Annual Membership drive;
- be responsible for promotion of volunteerism including recruitment and recognition programs.

6.10 Facilities Director

The Facilities Director will:

- be responsible for the supervision of hall rentals and maintenance, and the operation of all aspects of the property;
- be responsible for the development of the centre, rinks, parking lot and playgrounds;
- be responsible for the supervision of all property contracts in conjunction with the Vice President.

6.11 Civics Director

The Civics Director will:

- be the liaison with Edmonton Federation of Community Leagues, South West Area Council, City Council, etc.;
- chair Ad Hoc Committees relating to specific development issues.

6.12 Publicity Director

The Publicity Director will:

- be responsible for developing and executing a marketing plan that will encompass the promotion and publicity needs of the League.

6.13 Fundraising Director

The Fundraising Director will:

- be responsible for all League fundraising activities including bingos and casinos;
- be responsible for identification of grants that the League is eligible for, and completion and submission of all applications for grants the League desires to apply for.



ARTICLE 7: TERMS OF OFFICE

- 7.1 Elections will be held at Annual General Meetings. ~~A~~ Director will take office immediately following that Annual General Meeting.
- 7.2 All terms will last two years.
- 7.3 The President, Secretary, Sports Director, Publicity Director, Social Director, and Facilities Director positions will have their elections in years with odd numbers.
- 7.4 The Vice President, Treasurer, Programs Director, Membership Director, ~~Civics~~ Director and Fundraising Director positions will have their elections in years with even numbers.
- 7.5 The President, Treasurer, and Vice President will not be elected for more than two consecutive complete terms of office for their respective positions.

ARTICLE 8: TERMINATION

- 8.1 Any Director may be removed from office by Special Resolution at a Board Meeting for any just cause, provided such director is given the opportunity to have a proper hearing amongst his/her peers prior to the consideration of the Special Resolution. Such director's responsibilities will be suspended by The Board pending the outcome of the Special Resolution.
- 8.2 The affected Director may appeal, at which time an Arbitration Board, consisting of one representative chosen by the Board of Directors, and a representative chosen by the Director, and a Chairperson that these two representatives will elect, will consider that case. This decision will be final.
- 8.3 Any Director may be removed from office if he/she is absent from any three consecutive meetings without regrets.
- 8.4 Any Director may resign from The Board by submitting their notice in writing to the President. Said resignation will be effective immediately upon receipt of their notice by the President.
- 8.5 Upon vacating a position on The Board, all documents, materials, keys, and any information relating to the position must be turned in to the Executive within seven (7) days.

ARTICLE 9: VACANCIES

- 9.1 In the event of a Director vacancy as a result of resignation, death, or removal, any Director may nominate a member in good standing, and of the age of majority, to fill the vacancy. The nomination must then be followed by a ratification vote by the Board before being appointed to fill the position until the next Annual General Meeting at which time an election will be held to fill the remainder of the term.



ARTICLE 10: REMUNERATION

- 10.1** No Director will receive any remuneration for his/her services.
- 10.2** A member of The Board may receive reimbursements for expenses, with presentation of receipts, incurred as a result of performing the League's business.

ARTICLE 11: MEETINGS

- 11.1** At least 30 days' notice of all Annual, General, or Special Meetings will be given to the membership of the League. Notice may be made by any means suitable including sign boards, community newspaper, newsletters, mail, telephone, fax, e-mail, League web site, delivered personally or other electronic means.
- 11.2** The League will hold an Annual General Meeting within ninety days of the financial year-end. The business of the Annual General Meeting will include:
- the election of all Board of Director positions whose terms are expired as per Articles 7.3 and 7.4.
 - any proposed amendments or additions to by-laws
 - presentation of the financial statement of the previous year
 - plans and budget for the upcoming year
 - discussion of any major issues in which all members should have input
- 11.3** General meetings may be held twice per year, preferably in the months of February and June.
- 11.4** Special meetings may be called at the discretion of the President, and/or must be called upon receipt by the President of a written request for such meeting signed by 10% of the members of the League. Any call for a Special Meeting must include specific reference to the item(s) to be dealt with.
- 11.5** The Board of Directors will meet at a Board meeting once each month except in the month of July.
- 11.6** The President will, upon receipt of a written request signed by at least four (4) members of the Board of Directors, call a Special Meeting of the Board of Directors within seven (7) days of receipt of the request, and scheduled within fourteen (14) days of the call. Notice in writing 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.

ARTICLE 12: QUORUM

- 12.1** The quorum for an Annual General Meeting (AGM) shall be fifteen (15) members attending in person that includes no less than 50% of the total number of Directors.
- 12.2** The quorum for a General or Special Meeting shall be ten (10) members- attending in



person that includes no less than 50% of the total number of Directors.

- 12.3** The quorum for any Board meeting shall be no less than 50% of the total number of Directors who can attend either in person or via teleconference. Use of teleconferencing will be considered that the board member is in attendance.
- 12.4** Quorum will be determined just prior to the calling of the meeting to order. If a quorum is not present at a meeting, then a second meeting will be called for the purpose of passing a/any specific motion(s) one (1) 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 that did attend will be considered a quorum.

ARTICLE 13: VOTING

- 13.1** Each member in good standing, of the age of majority, in attendance and who casts a vote shall be entitled to one vote with the following exceptions:
- Any associate member(s) shall not have voting privileges.
 - The Past-President shall not have voting privileges at meetings of the Board of Directors.
 - The chair of the meeting will only vote in the event of a tie.
- 13.2** All honorary members shall have the right to vote.
- 13.3** Members shall vote in person by a show of hands. Directors may assign proxy votes to another Director for votes taking place at Board meetings, and not by proxy, mail or other method.
- 13.4** Voting for all elected positions will be done by secret ballot.
- 13.5** Voting for any controversial issue(s) as determined by any Board of Director or League member will be done by secret ballot.
- 13.6** General members may attend Board of Directors' meetings, but will not be allowed to vote.
- 13.7** All Bylaw revisions, special financial matters, or other major issue(s) as specified in these Bylaws shall be voted on as a Special Resolution.

ARTICLE 14: 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 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 have a definite time of termination at the time they are created.



ARTICLE 15: 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 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 until the next Annual General Meeting.

ARTICLE 16: FINANCIAL REVIEW ENGAGEMENT

- 16.1** The books, accounts, and records of the Secretary and Treasurer will have an audit conducted at least once per year by a duly qualified accountant or by two members of the League in good standing who do not hold signing authority on any League accounts and are elected for that purpose at the Annual General Meeting.
- 16.2** A complete and proper statement of the standing of the books for the previous year will be submitted by that auditor at the Annual General Meeting.
- 16.3** The books and records may be inspected by any member in good standing at the Annual General Meeting, or at any time upon giving fourteen (14) days written notice and arranging a time satisfactory to the Directors in charge of the records. Each member of the Board of Directors will at all times have access to such books and records.

ARTICLE 17: FINANCIAL

- 17.1** The Board of Directors may open one or more accounts, approve signing officers for each account, 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.
- 17.2** 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.
- 17.3** All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by any two of the three Directors who have been granted signing authority by resolution of the Board of Directors.
- 17.4** The Annual Budget will be submitted by the Board of Directors for approval at the Annual General Meeting and will be mailed to all members in good standing at least thirty (30) days prior to the meeting.
- 17.5** The Board of Directors shall be empowered to spend not more than \$5,000.00 (five thousand dollars) per fiscal year of the League's funds without the expressed approval of the membership.
- 17.6** If determined to be an extraordinary situation, the Executive shall be empowered to



spend not more than \$3,000.00 (three thousand dollars) per fiscal year of the League's funds without the expressed approval of The Board.

- 17.7** The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.

ARTICLE 18: INDEMNITY AND LIMITATION OF LIABILITY

- 18.1** Subject to the Societies Act, the League shall indemnify the Board of Directors and their heirs and legal representatives against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgement reasonably incurred by such members in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being a member of the Board of Directors if:

- she or he acted honestly and in good faith with a view to the best interests of the League; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she has reasonable grounds for believing that his or her conduct was lawful.

- 18.2** No member of the Board of Directors shall be liable for the acts, omissions or defaults of any other member of the Board of Directors. Every member of the Board of Directors in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the League, and each member shall exercise the care, diligence and skill that a reasonably prudent person will exercise in comparable circumstances.

- 18.3** No member shall be liable, in his or her own personal capacity, for any debt or liability of the League.

ARTICLE 19: AMENDMENTS TO THE BYLAWS

- 19.1** These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special, or Annual General Meeting with at least thirty (30) days' notice to the membership.

- 19.2** All proposed changes must be submitted to the Board of Directors in writing for presentation at the next General, Special, or Annual General Meeting

- 19.3** Notice of such proposed changes will be given in writing along with the Notice of a General, Special, or Annual General Meeting.

ARTICLE 20: DISSOLUTION

- 20.1** 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. Should the Edmonton Federation of Community



Leagues refuse the property, such property will pass to the City of Edmonton, pursuant to the Tri-partite license agreement.

- 20.2** The Edmonton Federation of Community Leagues will hold cash assets in trust for a period in the event a new league is formed or a merger with an existing league takes place.

ARTICLE 21: 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 22: ADMINISTRATION

- 22.1** The Board of Directors may enact and implement policies to govern the League's procedures. The care and upkeep of the policy binder will be the responsibility of the Secretary.
- 22.2** 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.
- 22.3** The Board of Directors has the right to hire and/or dismiss such persons as may be deemed necessary for the efficient functioning of the League's business by approval at a Board of Directors Meeting. Such hired persons shall not hold voting powers within the League.
- 22.4** All contracts and engagements with The League must retain two signatures: one being of an Executive member and the other must be an Executive member or Board of Director.
- 22.5** The League will retain membership in the Edmonton Federation of Community Leagues.

Last revised: ~~March 2010~~November 2014