**BYLAWS OF THE KING EDWARD PARK COMMUNITY LEAGUE**

The King Edward Park Community League, a society incorporated under the *Societies Act,* R.S.A. 2000, c. S-14, rescinds its previous bylaws filed May 11, 1990 in their entirety and adopts these bylaws.

**1. NAME**

1.1The name of the Society shall be “King Edward Park Community League”.

**2. BOUNDARIES**

2.1The King Edward Park Community League shall encompass that portion of the City of Edmonton bounded on the West by 93 Street (Mill Creek Ravine), on the East by 71 Street, North on the south side of 82 Avenue and South on the North Side of 76 Avenue or such boundaries as may be designated or amended from time to time.

**3. DEFINITIONS**

Unless otherwise defined in these Bylaws, words used in these Bylaws shall have the same definition as in the *Societies Act,* R.S.A 2000, c. S-14.

3.1 ***Act*** means the *Societies Act,* R.S.A. 2000, Chapter S-14 or any successor legislation;

3.2 **Annual General Meeting** means the general meeting of the Members held annually in accordance with these Bylaws;

3.3 **Board** means the board of directors of the Society;

3.4 **Board Meeting** means a meeting of the Board which is open to all Members of the Society and, subject to the discretion of the Board, may be open to members of the public, but at which only Directors may vote;

3.5 **Bylaws** means these bylaws and any alterations in force;

3.6 **Director** means a member of the Board of the Society;

3.7 **General Meeting** means a meeting of the Members and includes an Annual General Meeting and any Special General Meeting;

3.8 **Member** means any member of the Society and includes a Regular Member, Associate Member and Honourary Life Member;

3.9 **Officer** means any officer listed in section 7 of these Bylaws;

3.10 **Register** means the register of members required to be kept by the *Act*;

3.11 **Registered Office** means the registered office of the Society pursuant to the *Act;*

3.12 **Special General Meeting** means a meeting of the Members other than the Annual General Meeting;

3.13 **Special Resolution** means a special resolution as defined in the *Act.* If special resolution is no longer defined in the *Act,* then it means a resolution passed:

(a) at a General Meeting or Special Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and

(b) by the vote of not less than seventy-five (75) per cent of those Members who, if entitled to do so, vote in person.

3.14 **Tripartite Licence Agreement** means the Licence Agreement dated November 15, 2011 between the City of Edmonton, the Edmonton Federation of Community Leagues and the King Edward Park Community League and any successor agreement.

**4. MEMBERSHIP**

 REGULAR MEMBER ELIGIBILITY

4.1 A Regular Member of the Society shall be an individual who is at least 18 years of age and who resides in or owns real property within the boundaries of the King Edward Park Community League as defined in these Bylaws and who has paid the required membership fee.

 ASSOCIATE MEMBER ELIGIBILITY

4.2 An Associate Member of the Society shall be any individual who is at least 18 years of age, who resides outside the boundaries of the King Edward Park Community League as defined in these Bylaws and who has paid the required membership fee.

 HONOURARY LIFE MEMBER ELIGIBILITY

4.3 An Honourary Life Member shall be any individual who is at least 18 years of age who resides within the boundaries of the King Edward Park Community League as defined by these Bylaws who has been approved for Honourary Life Membership at a General Meeting.

4.4 No Membership Fee shall be required for Honourary Life Membership.

 MEMBERSHIP FEES

4.5 The Board shall review the Membership Fees from time to time and will provide notice to Members of any changes in Membership Fees at the Annual General Meeting held immediately before the change is implemented.

4.6 The Board may waive membership fees for a particular individual under special circumstances.

4.7 The membership year is September 1 to August 31 or such other time period as shall be approved at a General Meeting.

 TERM OF MEMBERSHIP

4.8 Membership shall commence on the date that a Member’s name is entered in the Register and the membership fee, if any, has been paid. Membership shall continue until terminated in accordance with these Bylaws.

 RIGHTS AND RESPONSIBILITIES OF MEMBERS

4.9 Regular Members are:

 (a) entitled to receive notice of and to attend all General Meetings;

(b) entitled to nominate individuals to stand for election as a Director and to vote on all matters of business at General Meetings, including the election of Directors;

 (c) entitled to attend any meeting of the Society, including Board Meetings;

(d) shall have other privileges and responsibilities as described by these Bylaws and in related policies which may be approved by the Board.

4.10 Regular Members are required to:

 (a) support the objects and purposes of the Society;

 (b) abide by the Bylaws and the policies of the Society;

(c) pay membership fees, if any, established in accordance with these Bylaws.

4.11 Associate Members are:

 (a) entitled to receive notice of and to attend all General Meetings; and

(b) shall have other privileges and responsibilities as described by these Bylaws and in related policies which may be approved by the Board.

4.12 Associate Members are required to:

 (a) support the objects and purposes of the Society;

 (b) abide by the Bylaws and policies of the Society; and

(c) pay membership fees, if any, established in accordance with these Bylaws.

4.13 Honourary Life Members are:

 (a) entitled to receive notice of and to attend all General Meetings;

(b) entitled to nominate individuals to stand for election as a Director and to vote on all matters of business at General Meetings, including the election of Directors; and

(b) shall have other privileges and responsibilities as described by these Bylaws and in related policies which may be approved by the Board.

 REGISTER

4.14 The Board shall cause a Register to be kept in accordance with the *Act.*

4.15 The Secretary shall ensure that when a person has met the requirements for membership, including paying any applicable membership fee, that person’s full name is added to the Register along with their residential address, the date on which they became a Member, the date on which they cease to be a Member and the class of Membership which they hold.

4.16 A copy of the Register shall be kept and maintained at the Society’s registered office and shall be made available for inspection by any Member upon the request of that Member without payment of any fee. A Member requesting a copy of the Register shall be provided a copy within a reasonable time at no charge.

 TERMINATION OF MEMBERSHIP

4.17 A Member may terminate the Member’s membership upon written notice to the Secretary. That Member’s membership shall be terminated on the date that the Secretary receives notice.

4.18 If a Member has not paid the applicable membership fee or has moved outside the geographical boundary of the King Edward Park Community League, the Member is deemed to have terminated his membership.

4.19 A Member’s membership may be terminated immediately by resolution of the Board, if in the opinion of the Board, that Member’s conduct may adversely affect the best interests of the Society.

4.20 A Member whose membership is terminated in accordance with section 4.19 shall, within 10 days of the Board’s resolution, be given written notice of the resolution of the Board at the address for that Member which is contained in the Register.

4.21 A Member may appeal the termination of their membership if, within 21 days of receiving written notice of the Board resolution terminating their membership, they advise the Board in writing of their intent to appeal their termination.

4.22 If the Board receives notice that the Member is appealing the termination of their Membership, the Board shall, within 90 days convene a Special General Meeting for the purpose of hearing the appeal.

4.23 The Member appealing the termination of their Membership shall be permitted to speak at the Special General Meeting.

4.24 The appeal shall be decided by a majority vote of the Members in attendance at the Special General Meeting.

4.25 The decision of the Members is final.

4.26 No fees are refundable to a Member whose membership has been terminated in accordance with section 4.19.

4.27 After five years has elapsed from the date a Member’s membership is terminated in accordance with section 4.19 or from the date of any appeal confirming termination of the membership, whichever is later, the Member may become eligible for membership upon passage of a Special Resolution. If the Member is not successful in becoming eligible for membership through the Special Resolution, the Member must wait a further five years before another Special Resolution concerning his membership may be considered.

**5. MEETINGS**

 GENERAL MEETINGS

5.1 The Annual General Meeting shall be held during the month of September each year on a date and at a place in Edmonton determined by resolution of the Board.

5.2 A Special General Meeting shall be convened upon any Director being presented with a petition that requests such a meeting, states the reasons for convening the meeting and is signed by at least 10 Regular Members. The Board shall have 30 days from receipt of the petition to send out notices of the Special General Meeting.

5.3 A Special General Meeting may also be convened by resolution of the Board.

 BUSINESS AT ANNUAL GENERAL MEETINGS

5.4 Business at the Annual General Meeting shall include but not be limited to:

(a) review and approval of the financial statements of the Society which set out the Society’s income, disbursements, assets and liabilities which have been audited and signed by the auditor;

 (b) nomination and election of Directors and Officers;

(c) review of the report by the President regarding the Society’s activities during the preceding year; and

 (d) the appointment of the auditors.

 NOTICE OF GENERAL MEETINGS

5.5 Notice shall be given at least twenty-one (21) days prior to the date of any General Meeting to every Member.

5.6 Notice may be given by any of the following methods:

(a) by publishing a notice in the King Edward Park Community League newsletter;

(b) by sending a notice by ordinary mail or e-mail to the Register address of each Member in which case the notice shall be deemed to have been received by the Member on the second business day following the mailing or e-mailing of the notice.

5.7 The Notice shall specify the date, hour and place of the General Meeting.

5.8 Even if one or more Members do not receive notice of the General Meeting, resolutions passed or any other business conducted at the General Meeting will be valid.

 QUORUM FOR GENERAL MEETINGS

5.9 A quorum for General Meetings shall consist of 5 Regular Members.

5.10 No General Meeting may be conducted unless a quorum is present.

5.11 If a quorum is not present 20 minutes from the time appointed for the start of the General Meeting, the General Meeting shall be adjourned to a date and time specified by a simple majority of the Regular Members present.

 CONDUCT OF GENERAL MEETINGS

5.12 The President of the Society or, in the President’s absence, the Vice President of the Society shall be the Chair of every General Meeting.

5.13 If the President and the Vice President are not present 15 minutes from the time appointed for the start of the General Meeting, a majority of the Regular Members present shall choose one of the Regular Members present to chair the General Meeting.

5.14 Voting at the General Meeting shall be by a show of hands. There shall be no voting by proxy.

5.15 The Chair may direct that a vote be held by a secret ballot and shall direct the manner of conducting such a secret ballot.

5.16 The Chair is responsible for taking reasonable steps to ensure that only those individuals in attendance, who are eligible to vote, cast a vote which is counted.

5.17 A decision by the Chair as to the outcome of any vote is final.

5.18 The Board may, by resolution, make rules to govern the conduct of General Meetings. In the absence of such rules, the Chair of a General Meeting shall decide how to govern the conduct of the General Meeting.

**6. BOARD OF DIRECTORS**

 COMPOSITION

6.1 The Board shall consist of between four and 15 Directors.

6.2 All Directors shall be Regular Members.

6.3 No remuneration shall be paid to any Director.

 ELECTION AND APPOINTMENT

6.4 The Board may appoint no more than three Directors to fill vacancies that arise in any period between Annual General Meetings.

6.5 Any two Regular Members present at an Annual General Meeting may nominate an individual to stand for election as a Director at that Annual General Meeting. The nominee must give consent to this nomination and to becoming a Regular Member prior to the election.

6.6 Directors may only be elected at an Annual General Meeting.

 TERM

6.7 The term of any Director appointed under sections 6.4 shall end on the date of the Annual General Meeting following that Director’s appointment.

6.8 The term of any other elected Director shall be two years, subject to these Bylaws.

6.9 The term of a Director’s appointment or election is subject to early termination pursuant to these Bylaws.

6.10 Directors may be elected for consecutive terms.

 REMOVAL OF DIRECTORS

6.11 Any Director may resign by providing written notice to the Board.

6.12 If a Director fails to attend three consecutive meetings of the Board, without providing a reasonable explanation, that Director may be removed from the Board by resolution passed by at least two-thirds of the Directors.

6.13 The Regular Members may remove any Director prior to the expiry of that Director’s term by Special Resolution.

 DUTIES OF DIRECTORS

6.14 The Board shall manage the affairs of the Society and may exercise all powers and do all things as may be exercised or done by the Society at law.

6.15 The Board may, by resolution, appoint such agents and authorize the employment of such persons as it deems necessary to carry out the objects of the Society and such agents and employees shall have such authority and shall perform such duties as may be prescribed by the Board.

 BOARD MEETINGS

6.16 The Board shall meet at least 10 times per year.

6.17 Meetings of the Board shall be held in Edmonton at a date and time specified by the Board.

6.18 The procedures governing notice and conduct of the Board meetings shall be at the discretion of the Board and resolutions passed in accordance with such procedures and these Bylaws shall be valid.

6.19 The President may at any time and the Secretary shall, upon the request of three Directors, convene a meeting of the Board.

6.20 A simple majority of the Directors shall be a quorum of the Board.

6.21 A resolution of the Board shall be passed by a majority of the Directors present and, in the event of a tie vote, the Chair shall cast a second and deciding vote.

6.22 The President and, in the President’s absence, the Vice President shall chair the meetings of the Board. If at any Board meeting the President and Vice President are absent the Directors present shall choose a Director to chair the meeting.

6.23 The Board shall cause minutes to be duly approved and entered into books provided for that purpose recording:

 (a) the appointment of all Officers;

(b) the names of the Directors present at each meeting of the
Board;

 (c) all resolutions made by Directors;

 (d) all resolutions and proceedings of General Meetings.

 COMMITTEES

6.24 The Board may, by resolution, appoint such committees as it considers necessary to carry on the work of the Society and to achieve or advance its objects and any such committee may consist of one or more individuals.

6.25 The Board shall establish the name, function and terms of reference of all committees.

**7. OFFICERS**

7.1 The Officers of the Society shall be elected at the Annual General Meeting.

7.2 The Officers shall consist of a President, a Vice President, a Secretary, a Treasurer and such additional Officers as may be elected at the Annual General Meeting.

7.3 All Officers shall be Directors.

7.4 The duties of the President shall include:

 (a) presiding at all Board and General Meetings;

 (b) supervising the day to day business and affairs of the Society;

(c) exercising such other powers and duties as the President and the rest of the Board may agree to from time to time; and

 (d) may include sitting ex-officio as a member of all Board committees.

7.5 The duties of the Vice President shall include:

(a) in the absence of the President, presiding at all Board and General Meetings;

(b) in the absence of the President, supervising the day to day business and affairs of the Society,

(c) in the absence of the President, exercising such other powers and duties as the Vice President and the rest of the Board may agree to from time to time.

7.6 The duties of the Secretary shall include:

(a) attending all Board and General Meetings and causing minutes of such meetings to be taken;

(b) having charge of all the correspondence, books and records of the Society and sending or causing to be sent all notices of meetings as required;

 (c) causing the Register to be maintained;

(d) exercising such other powers and duties as the Secretary and the rest of the Board may agree from time to time.

7.7 In the absence of the Secretary, the Secretary’s duties shall be discharged by such Officer as may be appointed by the Board.

7.8 The duties of the Treasurer shall include:

(a) being responsible for the receipt of all monies paid to the Society and being responsible for the deposit of the same in whatever financial institution which the Board may approve from time to time;

(b) properly accounting for the funds of the Society and keeping such books as may be required in that regard and as may be approved by the Board from time to time;

(c) presenting a full, detailed account of receipts and disbursements to the Board whenever requested and preparing for submission to the Annual General Meeting statements setting forth the financial position of the Society and submitting a copy of the same to the Secretary for the records of the Society; and

(d) exercising such other powers and duties as the Treasurer and the rest of the Board may agree from time to time.

7.9 No remuneration shall be paid to any Officer.

7.10 The Board may, by resolution, remove any Officer from that Officer’s position.

**8. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

8.1 The indemnification provisions of these Bylaws apply to all present and past Directors and Officers and their heirs and legal representatives.

8.2 The Society indemnifies and saves harmless each Director and Officer against all costs, charges and expenses, including all amounts paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which any Director or Officer is made a party by reason of being or having been a Director or Officer if:

(a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Society; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his conduct was lawful.

8.3 The Society indemnifies and saves harmless Directors and Officers from and against all costs, charges and expenses reasonably incurred by a Director or Officer in connection with any action by or on behalf of the Society to procure a judgment in its favour to which he is made a party by reason of being or having been a Director of Officer of the Society if such Director or Officer has fulfilled the conditions set forth in sections 8.2 (a) and (b).

8.4 The Society shall insure Directors and Officers against any claims whatsoever arising.

**9. EMPLOYEES**

9.1 The Board may hire employees, as required, to manage the day to day affairs and operations of the Society in accordance with the policies, procedures and directions set by the Board.

**10. CONFLICTS OF INTEREST**

10.1 A Director, Officer, agent or employee may not act in conflict with the interests of the Society.

10.2 The Board may make policies with respect to conflicts of interest.

**11. ACCOUNTS, FISCAL YEAR AND AUDITORS**

11.1 The Board shall cause proper books of account to be kept of all financial and other transactions of the Society and such books of account shall be kept at the Registered Office of the Society.

11.2 The fiscal year of the Society shall be from January 1 to December 31 inclusive or such other period as may be determined by the Board.

11.3 At least once during each fiscal year, the books, accounts and records of the Society shall be audited by a duly qualified accountant named by the Board.

11.4 The financial statements prepared and signed by the auditor, setting out the income, disbursements, assets and liabilities of the Society shall be submitted by the Board to the Annual General Meeting.

11.5 The Board, acting reasonably, may, by resolution, replace the auditors.

**12. INSPECTION OF RECORDS**

12.1 With prior written permission of the Board or its delegate for this purpose, any Member may arrange for an appointment to inspect the non-privileged books and records of the Society at its business office during normal business hours.

12.3 Each Director shall at all times have access to all books and records of the Society.

**13. CHEQUE SIGNING AUTHORITY**

13.1 Cheques drawn on the accounts maintained by the Society shall be endorsed by any two of the President, Vice President, Secretary or Treasurer or an alternate as assigned by the Board.

**14. SEAL OF THE SOCIETY**

14.1 The use of the seal of the Society, if one is obtained, shall be kept in possession of the Secretary and, when used, the seal shall be authenticated by the signatures of any two Officers.

**15. Borrowing**

15.1 With the prior written consent of a majority of the Board, the Society may borrow, raise or secure payment of money in such manner as it sees fit for the purpose of carrying out the objects of the Society.

15.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution.

**16. COMMUNITY LEAGUE MEMBERSHIP**

16.1 The Society shall maintain its membership in the Edmonton Federation of Community Leagues or any successor organization.

**17. DISSOLUTION**

17.1 Upon dissolution of the Society, 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.

17.2 The Edmonton Federation of Community Leagues shall hold the cash assets in trust until they are able to reactivate or merge the Society with another community league.

17.3 The real property shall pass to the City of Edmonton, pursuant to the Tripartite Licence Agreement or any successor agreement in effect at the time of dissolution.

**18. AMENDMENT OF THESE BYLAWS**

18.1 These Bylaws shall not be rescinded, altered or added to except by Special Resolution of the Society.

Enacted and made this \_\_\_\_ day of September, 2018.

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 President

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Secretary