

Grovenor Community League

Bylaws 2023

WHEREAS the legal name of the organization shall be the Grovenor Community League, hereinafter referred to as “the League”.

WHEREAS the League shall mean that portion of the City of Edmonton bounded on the north by 107 Avenue, on the south by Ravine Drive, on the east by 142 Street, and on the west by 149 Street.

1 Definitions

1.1 In this Bylaw,

- (a) “Act” means the *Societies Act*;
- (b) “Annual General Meeting” means a meeting held annually to provide an update to the community league as to the operation of the League, the fiscal state of the League, and to elect the Directors for the next year;
- (c) “Board of Directors” means the group of elected Directors that governs the business of the League;
- (d) “Board of Directors Meeting” means a regular scheduled meeting of the Board of Directors where regular business of the League is conducted;
- (e) “Chairperson” means the head member of any committee or meeting that requires one;
- (f) “Committee Meeting” means any meeting of any Standing Committee or Ad Hoc Committee;
- (g) “Director” means a member that has been elected to a position set out in Section 8;
- (h) “facility” means all buildings, equipment, grounds, and ice rink maintained by the League;
- (i) “General Meeting” means a meeting that is not an Annual General Meeting, a Special General Meeting, or a Board of Directors Meeting;
- (j) “General member” means a member that does not hold a Director position;
- (k) “Federation” means the Edmonton Federation of Community Leagues;
- (l) “member” means a person holding a League membership that resides or owns real property or any business located within the League;
- (m) “non-voting member” means a person holding a League membership that does not reside or own real property or any business located within the League;
- (n) “Special General Meeting” means a meeting held outside of a regular General Meeting or Annual General Meeting to discuss a specific topic decision;
- (o) “Special Resolution” means a Special Resolution as defined in the *Societies Act*;

2 Special Resolutions

2.1 A Special Resolution shall be required for

- (p) Bylaw revisions and alterations to the objectives;

- (q) borrowing, raising or securing the payment of money; or
 - (r) issuing debentures.
- 2.2 All Special Resolutions shall require a vote of three-quarters (3/4) majority (of members in good standing), in person and not by proxy or otherwise.
- 2.3 Notice of Special Resolutions shall be given by delivery, mail or newsletter to all members, at least 21 days in advance, along with notice of the meeting at which the Special Resolution shall be voted upon and shall include a specific reference to the item(s) to be dealt with.
- 2.4 Every Special Resolution of the League shall be filed with the Registrar, as defined in the Act.

3 Membership

- 3.1 (a) Any person residing or owning real property or any business located within the stated boundaries may be a member upon payment of a membership fee.
- (b) Any person not residing or owning real property or any business located within the stated boundaries may be a non-voting member upon payment of a membership fee.
- 3.2 Membership categories and fees shall be determined annually by the Board of Directors.
- 3.3 Members and non-voting members must renew their membership each year. The membership year is from September 1 to August 31.
- 3.4 Honourary non-voting membership may be conferred upon any person by any general meeting of the League.
- 3.5 Any member or non-voting member of the League may be removed from membership by Resolution of the Board of Directors for any just cause, provided such member is given the opportunity to have a proper hearing prior to the consideration of the Resolution.
- 3.6 All members and non-voting members are admitted only on the condition of submissions to the bylaws and rules of the League.

4 Meetings

- 4.1 (a) A Board of Directors Meeting shall be held on a bi-monthly basis or more frequently if deemed necessary by the Board.
- (b) The Annual General Meeting of the League shall be held within four months of the fiscal year end as set in Section 16.6.
- (c) Special General Meetings may be called at the discretion of the President and must be called upon receipt by the President of a written request for such a meeting signed by 8 members of the League or as approved at any regular Board of Directors meeting. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with.
- (d) General Meetings shall be held as determined by the Board of Directors.
- 4.2 At least 21 day's advance notice in writing shall be given to each member of the League by mail, email, newsletter, website or social media accounts for all Annual General Meetings, General Meetings and Special General Meetings.
- 4.3 The accidental omission to give notice of any Annual General Meeting, General Meeting, or Special General Meeting to any member shall not invalidate the proceedings of any such meeting.

- 4.4 The President shall, upon receipt of a written request by at least four members of the Board of Directors, call an Emergency Meeting of the Board of Directors to be held within 7 days of the request. At least 3 days' notice in writing or by telephone shall be given for any Emergency Meeting of the Board of Directors. Any call for an Emergency Meeting of the Board of Directors must include specific reference to the item(s) to be dealt with. The above time periods shall be shortened as required in the case of an extreme emergency.
- 4.5 All Committee Meetings shall be held as required and shall be called at the discretion of the Chairman of the committee.

5 Quorum

- 5.1 All meetings must have a quorum for motions made at those meetings to be considered as carried.
- 5.2 (a) A quorum for all Annual General Meetings, General Meetings, or Special General Meetings shall be 8 members in addition to the quorum of the board.
- (a) A quorum for any Board of Directors' Meeting shall be 5 members of the Board of Directors, of which a minimum of 2 members must be from the Executive Committee as set out in Section 9.
- (b) A quorum for all Committee Meetings shall be 50% of the members of the committee plus the Chairman of the committee.
- 5.3 If a quorum is not present at any meeting, then a second meeting shall be called for the purpose of passing a specific motion(s) a week later. In the interim, every effort must be made to inform Directors and members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people in attendance shall be considered a quorum.

6 Voting

- 6.1 Any member eighteen (18) years of age or older in good standing is entitled to vote at an Annual General Meeting, a General Meeting, or a Special General Meeting.
- 6.2 Each member, including the President (or Chairperson as the case may be), shall have one vote only and must vote personally and not by proxy or otherwise.
- 6.3 General members may attend Board of Directors' Meetings but are not permitted to vote.
- 6.4 Eligibility for voting at committee meetings shall be limited to current valid voting committee members.
- 6.5 In the event of a tie vote, the motion is deemed defeated.
- 6.6 A show of hands is adequate for most voting, except for elections and any called issues. In these instances a secret ballot shall be conducted.
- 6.7 Unless a poll is determined by the chairperson or by three or more members present, a declaration by the chairperson that a resolution has been carried, or carried by a particular majority, or not carried as the case may be, an entry to that effect in the minutes shall constitute conclusive evidence of the fact, without need or recourse to the number or portion of the votes recorded in favour or against such a resolution.

7 Review and inspection of records

- 7.1 The books, accounts, and records of the Treasurer shall be reviewed at least once per year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor and/or the Treasurer at the Annual General Meeting.
- 7.2 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon providing 5 days' notice and arranging a time satisfactory to the Director in charge of the records. Each member of the Board of Directors shall at all times have access to such books and records.

8 Board of Directors

- 8.1 A Director must be a member of the League and conform to all other qualifications of membership.

President

- 8.2 The President shall
- (a) preside at all meetings;
 - (b) be an *ex officio* member of all committees, except the Nominating Committee;
 - (c) be charged with the general supervision of all the activities of the League;
 - (d) if the Vice President is unavailable, nominate a Director who is willing to serve and stand in for or replace the President as circumstances require; and
 - (e) represent the League at EFCL meetings.

Vice President(s)

- 8.3 The Vice President(s) shall
- (a) preside at any meeting the President is absent from;
 - (b) assume any duties from the President as required; and
 - (c) serve and stand in for or replace the President as circumstances require.

Secretary

- 8.4 The Secretary shall
- (a) be responsible for the recording, distribution and care of minutes, agendas for meetings and other records as required.

Treasurer

- 8.5 The Treasurer shall
- (a) be responsible for all financial records of the League;
 - (b) be responsible, on behalf or in the name of the League, for all monies collected or otherwise received, issuing duplicate receipts when required, making payments of all accounts when properly approved and maintaining proper record of all accounts, receipts and vouchers and depositing funds to the League's bank accounts;
 - (c) report the financial statement at every Board of Directors' Meeting and General Meetings;

- (d) present to the Annual General Meeting a complete and proper statement of the financial affairs for the preceding fiscal year that has been audited by a duly qualified accountant; and
- (e) recommend, in conjunction with the Executive Committee, an annual budget to the Board of Directors, if required.

Civics Director

8.6 The Civics Director shall

- (a) Monitor new development permits within the neighbourhood
- (b) be responsible for keeping the Executive Committee informed of upcoming or ongoing civic issues or possible projects or changes that may directly or indirectly affect the League;
- (c) if the President is unavailable, be responsible for representing the League at meetings having to do with civic issues; and
- (d) be responsible for representing the official position of the League on civic issues.
- (e) assist in the organization of community meetings or open houses to facilitate an open dialogue between any applicable stakeholders including Grovenor residents, the City of Edmonton, potential developers and/or landowners in order to ensure that legitimate concerns are properly addressed where appropriate.

Social Director

8.7 The Social Director shall

- (a) be responsible for all matters pertaining to social events, seasonal festivals, and so on, of the League.

Sports Director(s)

8.8 The Sports Director(s) shall

- (a) be responsible for all matters pertaining to the League's interest in sports, including registration and organization of participants.

Program Director

8.9 The Program Director shall

- (a) be responsible for all programs as determined by the League.

Membership Director

8.10 The Membership Director shall

- (a) be responsible for the organization, timing and completion of the annual membership drive;
- (b) record and maintain membership lists and other records pertaining to membership;
- (c) be available as required to sell memberships; and
- (d) provide a membership list to the Executive Committee within 60 days of the new membership year.

Facilities Director(s)

8.11 The Facilities Director(s) shall

- (a) be responsible for facility rentals and maintenance.

Newsletter Director

8.12 The Newsletter Director shall

- (a) be responsible for the editing and production of the League's newsletter as specified by the Board of Directors;
- (b) be responsible for soliciting submissions and advertising for inclusion in the newsletter from members and the community; and
- (c) be responsible for distribution of the newsletter as specified by the Board of Directors.

Neighbourhood Watch/Block Parent Director(s)

8.13 The Neighbourhood Watch/Block Parent Director(s) shall:

- (d) Liaise with police services and other safety and crime prevention organizations; and
- (e) Be responsible for all matters pertaining to Neighbourhood Watch, Block Parents, or safety and security concerns of the League.

Directors at Large

8.14 Directors at Large shall:

- (a) Assume *ad hoc* duties at the discretion of the Board of Directors.

9 Executive Committee

9.1 (a) The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

(b) The Executive Committee shall be responsible for administration of the League and empowered to conduct the day-to-day business of the League.

(c) The Executive Committee shall be responsible for recommending policy to the Board of Directors.

(d) The Executive Committee shall be responsible for interpreting these Bylaws and maintaining the general well-being of the League and the aims and objectives of the League.

(e) The Executive Committee shall be responsible for the financial affairs of the League as set out in Section 16 of these Bylaws.

9.2 If disputes of any nature whatsoever arise with respect to any activity or matter being handled by the Board of Directors or any Committee of the League, such dispute shall be referred to and disposed of by the Executive Committee. Any disputes which cannot be resolved by the Executive Committee shall be referred to the Edmonton Federation of Community Leagues or an independent arbitrator for determination.

9.3 All decision of the Executive Committee shall require the agreement of a minimum of 3 members of the Executive Committee.

10 Standing Committees

10.1 The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in a General Meeting or a Board of Directors' Meeting. Standing Committees shall

- (a) 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; and
 - (b) be answerable to and report to the Board of Directors and shall continue to exist for such an indefinite period of time.
- 10.2 (a) All persons sitting on such committees must be members of the League in good standing.
- (b) One member of the Standing Committee will be selected by the Standing Committee members or by the Board of Directors to be the Chairperson.
- 10.3 If any activity or proposed activity requires the cooperation of one or more committees, these committees shall act jointly and be presided over by the Chairperson as designated by the Executive Committee in consultation with members of the committees as affected. The Executive Committee's decision in this capacity shall be considered final and irrevocable.

11 Ad Hoc Committees

- 11.1 The League may at times create such Ad Hoc Committees as may be deemed necessary, either in General Meetings or Board of Directors Meetings, in order to conduct the League's business. Ad Hoc Committees shall
- (a) 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; and
 - (b) shall be answerable and report to the Board and shall have a definite time of termination when they are created.
- 11.2 (a) All persons sitting on such committees must be members of the League in good standing.
- (b) One member of the Ad Hoc Committee will be selected by the Standing Committee members or by the Board of Directors to be the Chairperson.

12 Terms of office of Directors

- 12.1 (a) Elections shall be held at each Annual General Meeting. A Director shall take office immediately following his or her election.
- (b) Elections shall be held in accordance with the Edmonton Federation of Community Leagues and the Act.
- 12.2 (a) The term of all Directors shall last one year.
- (b) Directors at large are to be elected in the year nominated and serve a term of one year.

13 Termination

- 13.1 Any Director may be removed from office by Special Resolution at an Annual General Meeting, Special General Meeting or General Meeting for any just cause, provided such Director is given the opportunity to have a proper hearing prior to the consideration of the Special Resolution. Such Director's responsibilities shall be suspended pending the outcome of the Special Resolution.
- 13.2 The affected Director may appeal in writing to the Board of Directors, at which time an Arbitration Board, consisting of
- (a) one representative chosen by the Board of Directors:

(b) one representative chosen by the affected Director; and

(c) a Chairperson that the two representatives jointly elect

shall consider the appeal. The decision of the Arbitration Board shall be released in written form and shall be considered final.

13.3 Any Director may be relieved of his or her office if he/she is absent from any three consecutive Board of Directors' meetings without just cause.

13.4 Any Director may resign their position by submitting such request in writing to the Secretary. Such resignation will be effective immediately upon receipt of such a request by the Secretary.

13.5 Any member whose resignation has been requested or has been removed from office by Special Resolution will be required to take a two year absence from holding any position on the Executive Committee, or Board of Directors, or be the Chairman of any Standing Committee or Ad Hoc Committee.

14 Vacancies

14.1 In the event of a vacancy as a result of a resignation, death, or removal, the Board of Directors shall be empowered to fill the vacancy by appointment for the remainder of the term. Such appointment is to be approved at the next Board of Directors Meeting.

15 Remuneration

15.1 No Director shall receive any remuneration for his/her services.

15.2 A Director may be reimbursed for expenses incurred as a result of performing the League's business.

16 Financial

16.1 No officer, Director, committee or member shall expend any money of the League without express authority from the Board of Directors, or incur any indebtedness on behalf of the League, or sell or dispose of any property of the League, without express authority for so doing being first duly given by the Board of Directors.

16.2 The Executive Committee 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.

16.3 (a) 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.

(b) All bills, notes, cheques debentures and other papers and documents which pertain to the finances of the League shall be signed by any two of the Executive Committee or one of the Executive Committee and a specifically appointed signatory who has been granted signing authority by resolution of the Executive Committee.

16.4 Annual Budgets, if required, shall be prepared by the Executive Committee and submitted to the Board of Directors for approval.

- 16.5 The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.
- 16.6 The fiscal year end of the League is August 31.

17 Amendments to the bylaws

- 17.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General Meeting, Special General Meeting or Annual General Meeting with 21 days' notice.
- 17.2 Notice of such proposed changes shall be given in writing by delivery, mail or newsletter to all members, along with the notice of the General, Special General Meeting or Annual General Meeting at which the proposed changes shall be voted upon.

18 Dissolution

- 18.1 Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, shall become the property of the Edmonton Federation of Community Leagues, or should the Edmonton Federation of Community Leagues refuse the property, such property shall pass to the City of Edmonton.

19 Administration

- 19.1 The use, care, and safekeeping of the seal of the League shall be the responsibility of the President, and it shall be used only when authorized by a resolution of the Board of Directors, and it shall be affixed to documents and instrument when required by law or convention.
- 19.2 The Board of Directors has the right to hire such a person as may be deemed necessary for the efficient functioning of the League's business at a Board of Director's Meeting.
- 19.3 Only the President or their written designate may officially represent the Grovenor Community League.
- 19.4 Any written correspondence intended to represent the League must be co-signed by the President or their written designate.

20 Federation membership

- 20.1 The League is an incorporated member of the Edmonton Federation of Community Leagues and shall subscribe to such annual fees as may be set from time to time by the Federation and its member Leagues. Paid up membership entitles the League to participate in all activities promoted by the Federation.