

ARGYLL COMMUNITY LEAGUE (1978)
BY-LAWS

March 2020

Article I. Membership

Section 1.01 All residents of the Argyll neighbourhood are **automatically Community Members** of the Argyll Community League (ACL) and not required to pay a membership fee.

Section 1.02 All residents (i.e. Community Members) of Argyll, aged eighteen (18) years and over, are automatically **voting** members at Annual General Meetings, and for any other Regular or Special Meetings held for Argyll Community League business.

Article II. Meetings

Section 2.01 The Annual General Meeting (AGM) of the ACL will be held on, or before, the 30th day of September of each year. An AGM notice will be provided at least 30 days in advance of the AGM. Notice of the meeting will be advertised in any, or all, of the following: community newspaper, Electronic Newsletter, social media pages and community web site. For special meetings an additional mail drop brochure will be delivered to each resident's home. The purposes of the AGM will include, but not be limited to, the following:

- (a) To elect a President, Treasurer, Secretary, Casino Coordinator, and any Directors-at-large who wish to serve.
- (b) To confirm changes to Committee Chairs for any current operating committees.
- (c) To receive the Treasurer's report.
- (d) To receive reports from any committees.
- (e) To hear the concerns of residents regarding the community.
- (f) To conduct any duly notified additional business requested by Community Members.

Section 2.02 Meetings of the Executive Board

- (a) Meetings of the Executive Board will be held as the business of ACL will require, and will be called by the President or, in the absence of the President, any other member of the Executive Board.

Section 2.03 Special Meetings

- (a) Special Meetings may be required to address urgent issues or time-sensitive concerns. Any Community Member may vote at a properly requested Special Meeting.

- (b) A Special Meeting may be called if requested by any two (2) Community Members, provided they request the President to call such meeting, and have stated the business to be brought before the meeting.
- (c) Prompt scheduling of a Special Meeting will be the duty of the President.
- (d) Any four (4) Community Members will constitute quorum at Special Meetings, and they may be held **only** if quorum of the Executive Board is also present.
- (e) Any ACL business transactions, or policy changes, decided at Special Meetings must be **ratified** at the next regularly called AGM.

Article III. Voting

Section 3.01 All Community Members aged eighteen (18) years and over are eligible to vote.

Section 3.02 Each member will have only one vote.

Section 3.01 Chairs of Committees and Directors-at-large are automatically voting members of the Executive Board.

Section 3.02 Voting at meetings will be by show of hands, or by secret ballot, if any two (2) Community Members, or if members of the Executive Board, requests a secret ballot before the meeting(s) start.

Article IV. Quorum

Section 4.01 Quorum for the AGM will be ten (10) Community Members.

Section 4.02 Quorum for Executive Board Meetings will be three (3) members.

Section 4.03 Quorum for a Special Meeting will be as outlined in these By-laws [*Article II, item 2.03 (d)*].

Article V. Executive Board

Section 5.01 The Executive Board will consist of a President, Secretary, Treasurer, and any additional elected volunteers for a specific role or chairpersons representing a Committee.

Section 5.02 The Executive Board will (from direction given to it by the Community Members at each AGM) have full control and management of the business affairs of ACL within the responsibilities outlined in the Tripartite Agreement¹ between the City of Edmonton, the Edmonton Federation of Community Leagues, and ACL. Executive Board Duties are:

Section 5.03 President

- (a) The President is responsible for the general management of ACL.
- (b) The President will:
 - (i) *Preside over all General, Special, and Executive Board meetings*
 - (ii) *Be an ex-officio member of all Committees (except a Nominating Committee)*
 - (iii) *Be charged with the general supervision of all the activities of ACL*
 - (iv) *Act as a signing authority for ACL*
 - (v) *Shall be the designated representative of ACL to the Edmonton Federation of Community Leagues (EFCL)*
- (c) In the event the president is not able to perform the duties as outlined herein, the responsibility will fall to another member of the Executive Board, as decided by the Board, to perform the duties until another President is elected.

Section 5.04 Past-President

- (a) The Past-President provides continuity of experience for ACL by advising and serving on the Executive Board.
- (b) The Past-President may be asked to:
 - (i) *Act in the absence of the President*
 - (ii) *Act as a signing authority for ACL*
 - (iii) *Act, in the case of a vacancy, as the liaison between the Executive Board and the Community Members*

Section 5.05 Treasurer

- (a) The Treasurer is responsible for the financial well-being of ACL by providing financial oversight of all budgets, income, and spending for the organization.
- (b) The Treasurer will:
 - (i) *Give regular reports to the Executive Board and to the Community Members on the financial state of ACL;*

¹ The Tripartite Agreement provides the operating rules for all Community Leagues as agreed to between the three parties signing it. The agreement is amended and adjusted on a regular basis in consultation with all three parties.

- (ii) Be responsible for preparation of the annual budget for ACL;*
- (iii) Be responsible for preparation of financial statements for presentation at the AGM;*
- (iv) Be responsible for making payments, receiving and depositing of all monies for ACL.*
- (v) Oversee the activities of the Casino Coordinator, where necessary.*
- (vi) Manage the income and spending from the Casino Account.*

Section 5.06 Secretary

- (a) Is responsible for the documentation of all proceedings, debates, and decisions made by the Community League.*
- (b) Is responsible for correspondence with affiliated organizations, agencies and with City of Edmonton departments.*
- (c) The Secretary will;*
 - (i) Attend all meetings of the ACL, and of the Executive Board, to keep accurate minutes of same.*
 - (ii) Present minutes for previous meetings at the AGM for approval by vote as well as report on correspondence related to any current AGM agenda items.*
 - (iii) Have charge of all the correspondence of the ACL and be under the direction of the President of the Executive Board;*
 - (iv) Arrange to notify the Community Members of upcoming meetings.*
 - (v) Circulate all minutes (and related meeting documents) to participants of any meeting they recorded.*
 - (vi) Handles resident membership records where necessary.*

Section 5.07 Casino Coordinator

- (a) Is responsible for preparing all AGLC documentation required for each Casino.*
- (b) The Casino Coordinator will;*
 - (i) Attend meetings of the Executive Board.*
 - (ii) Present a report to the AGM in conjunction with the Treasurer's report.*
 - (iii) Act as first contact with the Alberta Liquor and Gaming Commission (AGLC) for all communications with this governing body.*
 - (iv) Canvas for volunteers to participate in the Casino.*
 - (v) Work with any AGLC approved contract Casino Volunteer Coordinator chosen by ACL.*

Section 5.08 Committee Chair(s) and Director(s)-at-large

- (a) Chairs and Directors are responsible for undertaking special duties requiring an elected volunteer to oversee a committee or to provide assistance to the Executive Board's decision-making.
- (b) Committee Chairs oversee committees struck to accomplish a specific goal or undertake approved projects on behalf of the larger membership.
- (c) A Director-at-large aids the Executive Board by providing experience or expertise to the Executive Board in its deliberations.
- (d) Committee Chairs are voting members of the Executive Board and may be required to attend when decisions of the Executive Board may affect the activities of their committee or when a budget decision exceeds \$10,000.00
[Article XI, Section 11.0.5]

Article VI. Protection of Directors, Officers and others

Section 6.01 Limitation of liability

- (a) Every volunteer Director and Officer of the Society, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Society by exercising the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.
- (b) Subject to the foregoing no Director or Officer, while serving the Society, shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for, or on behalf of, the Society or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto.
- (c) The volunteer Directors, while serving the Society's wishes shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into the name of, or on behalf of, the Society except such as shall have been submitted to and authorized or approved by the Board of Directors.

Section 6.02 Indemnity

The Society shall indemnify a Director or Officer, a former Director or Officer, or volunteer person who acts or acted at the Society's request as a Director or Officer, and his heirs, executors, administrators and other legal representatives from, and against:

- (a) any liability and all costs, charges and expenses they may sustain or incur in respect of any action, suit or proceedings proposed or commenced against them for, or in respect of, anything done or permitted by them in respect to the execution of the duties of their office.
- (b) all other costs, charges and expenses they sustain or incur in respect of the affairs of the Society.
- (c) in the case of a criminal or administrative action (or other proceeding which is enforced by a monetary penalty) they had reasonable grounds for believing their conduct was lawful; except where such liability relates to their failure to act honestly and in good faith with a view to the best interests of the Society.

Nothing in this Section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Section.

Section 6.03 Insurance

The Society may purchase and maintain insurance for the benefit of any person against any liability incurred by them in their capacity as a volunteer Director or Officer of the Society where they act, or acted, in that capacity at the Society's request. General Insurance for ACL will be procured separately from providers recommended by the EFCL.

Article VII. Elections and Term of office

Section 7.01 Officers of ACL are elected to a two (2) year term.

Section 7.02 Any Community Member, in good standing, shall be eligible to serve in any office of ACL. For ACL Bylaw purposes, 'in good standing' shall mean: a "paid up" member; have not been convicted of illegal activity while serving as a member, or don't owe money to the ACL organization.

- (a) 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 not be entitled to member privileges or powers in the society until reinstated.

Section 7.03 Executive Board members will stand for election on alternating years at the AGM.

- (a) President (may be challenged in any year)
- (b) Past-President (unelected honorary position)
- (c) Secretary (every odd year)
- (d) Treasurer (every even year)
- (e) Casino Coordinator (every odd year)
- (f) Directors-at-Large serve two-year terms as a group (every even year).
- (g) Committee Chairs serve for as long as the operation of the committee requires. A new Chair may be selected from members of a committee at any time then must be ratified by the Community Members at the next AGM.

[Article II, Section 20.01 (b)]

Section 7.04 Executive Board members may be elected for as many terms as they wish.

Section 7.05 Election of any **contested position** may be held by secret ballot if requested before the meeting begins.

Section 7.06 Any vacancy occurring during the year shall be filled at the next Annual General Meeting or at a Special Meeting; provided it is so stated in the notice calling for such a meeting.

Article VIII. Resignation and Removal

Section 8.01 Resignation and removal of members

- (a) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- (b) Any member, upon a majority vote of all members of the society in good standing, may be expelled from membership for any cause which the society may deem reasonable.

Section 8.02 Removal of Officers, Chairpersons or Directors

- (a) Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

Article IX. Committees

Section 9.01 The Community Members, or the Executive Board, may choose to create Working Committees, as they deem necessary. There will be no permanent committees.

Section 9.02 All committees report periodically to the Executive Board as well as to the Community Members at each AGM.

Section 9.03 All members in attendance at a Committee Meeting will constitute a quorum for voting.

Article X. Remuneration

Section 10.01 No Director, Officer or Committee Member will receive any remuneration for serving as an Officer of the ACL.

Section 10.02 Any Executive or Community Member may receive reimbursement for planned expenses, upon presentation of receipts, incurred as a result of performing stated duties on behalf of ACL.

Article XI. Administration

Section 11.01 The secretary will have charge of the **seal** of the ACL, which will be authenticated by the signature of the President.

Section 11.02 In the absence of a Secretary, these duties will be discharged by an Officer appointed by the Executive Board until the next AGM where an election can be held.

Section 11.03 The seal will be kept at the ACL office and used only when authorized by a resolution of the Board of Directors. It will be affixed to documents and instruments when required by law.

Section 11.04 ACL Executive Board may hire administrative staff to operate the facility, deliver programming, or to oversee projects (which may require a dedicated project manager) only with prior approval at a Special or Regular Meeting.

Article XII. Financial Procedures

Section 12.01 The fiscal year of the ACL will be from September 01 to August 31.

Section 12.02 The accounts of the ACL, or of any Committee, will be open to inspection by any Community Member, member of the Executive Board, or by any authorized government agency.

Section 12.03 The Executive Board of ACL will arrange for a financial audit each year by a volunteer audit committee of at least two (2) general members prior to presentation of the accounts at the Annual General Meeting. This committee will be formed (or re-designated) at each AGM to audit the finances in the following year.

Section 12.04 The Executive Board may open accounts, designate signing authorities, or transact ACL business in accordance with the provisions of these By-laws.

Section 12.05 The annual budget of ACL will be presented for approval at each AGM. No single expenditure in excess of \$10,000.00 will be made by the Executive Board without approval of the Community Membership at a previously held Regular or Special Meeting.

Section 12.06 One-time expenditures by the Executive Board (excluding normal course of business items) will be limited to a total annual maximum of \$20,000 unless authorized otherwise for that year at a duly constituted Regular or Special Meeting.

Article XIII. Amending these By-laws

Section 13.01 These By-laws may be cancelled, altered, or added to by a Special Resolution at any AGM of the ACL.

Section 13.02 The notice of the AGM at which it is proposed to amend the By-laws, must include details of the proposed amendment to the By-laws.

Section 13.03 The amended By-laws take effect following approval of a Special Resolution at the AGM immediately following proper filing of such amendment(s) with Corporate Registry of Alberta.