

REVISED AND RESTATED
BYLAWS OF THE RIVERBEND COMMUNITY LEAGUE

SOCIETIES ACT (ALBERTA)

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ARTICLE 1 - INTERPRETATION

1.1 Definitions

Unless otherwise provided in these Bylaws, the following terms shall have the following meanings:

- (a) “Annual General Meeting” means an annual general meeting of the Members duly called and constituted in accordance with these Bylaws;
- (b) “Bylaws” means these bylaws of the League together with any amendments to or replacements of these Bylaws;
- (c) “Chairpersons” means the persons who are elected or appointed as chairpersons of the Committees from time to time in accordance with Article 6 of these Bylaws and “Chairperson” means one of the Chairpersons;
- (d) “Committees” means the committees of the League established from time to time in accordance with Article 6 of these Bylaws and “Committee” means one of the Committees;
- (e) “Directors” means the persons who are elected or appointed as directors of the Programs from time to time in accordance with Article 7 of these Bylaws and “Director” means one of the Directors;
- (f) “E.C. Chairpersons” means the Chairpersons who are elected or appointed as members of the Executive Committee in accordance with Article 6 of these Bylaws and “E.C. Chairperson” means one of the E.C. Chairpersons;
- (g) “E.C. Directors” means the Directors who are elected or appointed as members of the Executive Committee in accordance with Article 7 of these Bylaws and “E.C. Director” means one of the E.C. Directors;
- (h) “Excess Expenditures” means, with respect to any Committee or any Program in any fiscal year of the League, the amount by which the expenditures incurred by such Committee or such Program exceeds the revenues received or generated by such Committee or such Program;
- (i) “Excess Revenues” means, with respect to any Committee or any Program in any fiscal year of the League, the amount by which the revenues received or generated by such Committee or such Program exceeds the expenditures incurred by such Committee or such Program;
- (j) “Executive Committee” means the executive committee of the League comprised of the Officers, the E.C. Chairpersons, the E.C. Directors, the immediate Past President of the League, Members-At-Large, and the Representatives;

- (k) “League” means the society which was incorporated under the *Societies Act* on April 1, 1971 as the “Riverbend-Brookside Community League” and which is presently known as the “Riverbend Community League”;
- (l) “Majority” means a simple majority provided that where such majority is to be a majority of persons voting at a meeting, such majority shall consist of a simple majority of the eligible voters who are present at a duly called and constituted meeting and provided that where such majority is to be a majority of persons but no meeting is specified, such majority shall be a simple majority of such persons;
- (l.1) “Members-At-Large” means the persons who are elected or appointed as Members of the Executive Committee in accordance with Article 8 of the Bylaws and “Member-At-Large” means one of the Members-At-Large;”
- (m) “Members” means the persons who are accepted as members of the League from time to time in accordance with these Bylaws and “Member” means one of the Members;
- (n) “Non-E.C. Chairpersons” means the Chairpersons who are not elected or appointed as members of the Executive Committee and “Non-E.C. Chairperson” means one of the Non-E.C. Chairpersons;
- (o) “Non-E.C. Directors” means the Directors who are not elected or appointed as members of the Executive Committee and “Non-E.C. Director” means one of the Non-E.C. Directors;
- (p) “Programs” means the programs of the League established from time to time in accordance with Article 7 of these Bylaws and “Program” means one of the Programs;
- (q) “Officers” means the persons who are elected or appointed as officers of the League from time to time, holding those offices as described in Article 5 of these Bylaws and “Officer” means one of the Officers;
- (r) “Representatives” means the persons who are elected or appointed as members of the Executive Committee in accordance with Article 8 of these Bylaws and “Representative” means one of the Representatives; and
- (s) “*Societies Act*” means the *Societies Act* (Alberta), as amended from time to time, and every statute that may be substituted therefore, and in the case of any such amendment or substitution, any reference in these Bylaws to the *Societies Act* shall be read as referring to the amended or substituted provisions therefor.

1.2 Conflict with *Societies Act*

In the event of any conflict or inconsistency between these Bylaws and the *Societies Act*, the *Societies Act* shall govern.

ARTICLE 2 - BOUNDARIES

2.1 Territorial Boundaries

The territorial boundaries of the League shall be those boundaries within The City of Edmonton which are established from time to time by the Edmonton Federation of Community Leagues and The City of Edmonton in consultation with the League as being the territorial boundaries of the League and which are presently the boundaries of the neighbourhoods of Brander Gardens, Brookside, Ramsey Heights and Rhatigan Ridge, collectively.

ARTICLE 3 - MEMBERS

3.1 Categories of Members

The League shall have the following categories of Members:

(a) Single Members/Couples

Any person or couple, 18 years of age or older, residing within the territorial boundaries of the League or residing outside of such territorial boundaries but within an Edmonton community which does not have a community league and wishing to support the objects of the League, may become a single Member upon application for membership and payment of the prescribed membership fee.

(b) Family Members

Any family which resides within the territorial boundaries of the League or which resides outside of such territorial boundaries but within an Edmonton community which does not have a community league and which wishes to support the objects of the League may become a family Member upon application for membership and payment of the prescribed membership fee.

(c) Senior Members/Couples

Any person who is 65 years of age or older, or couple, both of whom are 65 years of age or older, residing within the territorial boundaries of the League or residing outside of such territorial boundaries but within an Edmonton community which does not have a community league and wishing to support the objects of the League, may become a senior Member upon application for membership and payment of the prescribed membership fee.

(d) Honorary Life Member

Any person who has made an outstanding contribution to the League and who wishes to continue to support the objects of the League may become an honorary life Member upon nomination by a Member and receipt of approval from the Executive Committee.

(e) Associate Member

Any person who resides outside the territorial boundaries of the League and supports their own league, if one exists, and who wishes to support the objects of the League, may become an associate Member upon application for membership and payment of the prescribed membership fee.

3.2 Duration of Membership

Memberships shall have a duration of one year commencing on September 1 and concluding on August 31 in each calendar year.

3.3 Membership Register

- (a) The League shall maintain a register of all Members containing the following particulars of each Member:
 - (i) the full name and residential address of the Member;
 - (ii) the category of membership;
 - (iii) the date upon which the Member was admitted as a Member; and
 - (iv) the date upon which the Member ceases to be a Member.
- (b) Any person whose name does not appear on the register of Members shall not be construed as a Member for the purposes of these Bylaws.
- (c) Any Member shall be entitled to inspect the register of Members at the office of the League on any regular business day and during such hours and on such conditions as may be determined by the Executive Committee from time to time, provided that such hours shall not be fewer than two regular business hours in duration.
- (d) Any Member shall be entitled to obtain a copy of the register of Members within a reasonable period of time following the delivery of a written request to the Executive Committee and upon such Member paying to the League the copying charges (if any) as may be determined by the Executive Committee from time to time provided that such charges shall not exceed the charges prescribed by the *Societies Act*, and further provided that any such information, which is defined to be personal information for the purposes of the *Personal Information Protection Act* other than business contact information, shall only be provided so long as such information is to be used by the Member only for matters relating to the affairs of the League.

3.4 Membership Fees

- (a) Membership fees shall be determined from time to time by the Executive Committee, provided that fees for any member may be waived by the Executive Committee from time to time, acting in its sole discretion.

- (b) Membership fees shall be due and payable upon application for membership.
- (c) No membership fees shall be payable by honorary life Members.

3.5 Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- (a) an Annual General Meeting shall be held no later than the end of November in each calendar year on such day, at such time and at such place as the Executive Committee may from time to time determine;
- (b) a special meeting of the Members shall be called by the President of the League upon receipt of a written request from at least a Majority of the Executive Committee or upon receipt of a written request for such meeting signed by at least 5% of all voting Members and, in either case, such meeting shall be held within 35 days of receipt of such request;
- (c) notice of a meeting of the Members shall be given, not less than 21 days before such meeting, by written notice e-mailed to each Member at the address shown in the League's register of Members or by written notice published in a newspaper circulating in the territorial boundaries of the League or by written notice posted on the RCL Website or one or more signs erected within the territorial boundaries of the League or by any other method which, in the opinion of the Executive Committee, will be brought to the attention of residents living within the territorial boundaries of the League;
- (d) notice of a meeting of the Members shall set out the purpose of the meeting but such notice need not reproduce the text of any special resolution to be considered at such meeting provided that such notice gives a general description of such special resolution and gives an address at which the text of such special resolution may be obtained;
- (e) no error or omission in giving notice of any meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting;
- (f) the President of the League shall preside over any meeting of the Members and, at his or her discretion, he or she may appoint a chairperson to chair any meeting of the Members;
- (g) a quorum at any meeting of the Members shall be 10 voting Members in good standing provided that if a quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following terms and conditions shall be applicable:

- (i) such meeting shall be postponed for a period of not more than 28 days and such meeting shall be held on such date, such time and at such place as the President of the League may designate; and
 - (ii) at such postponed meeting, those Members present shall constitute a quorum provided that at least two days' prior written notice of such postponed meeting has been given in the manner described in 3.5(c) of these Bylaws (excluding the reference to 21 days);
- (h) resolutions passed at a meeting of the Members duly called and constituted shall be valid even though a quorum, which was present at the beginning of such meeting, was not present throughout the duration of such meeting;
- (i) every question at a meeting of the Members shall be decided by a Majority of the votes of the Members present at such meeting unless otherwise required by these Bylaws or by the *Societies Act* provided that if there is an equality of votes, then the chairperson of such meeting shall have a casting vote in order to eliminate such equality;
- (j) every question at a meeting of the Members shall be decided in the first instance by a show of hands (unless a poll is demanded by a Majority of the Members present) and, upon such show of hands, a declaration by the chairperson of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- (k) if a poll is demanded, then the question shall be decided by a Majority of the votes given by the Members present in person and the poll shall be taken in such manner as the chairperson of the meeting shall direct and the results of such poll be deemed to be the decision of the Members with respect to such question;
- (l) voting at a meeting of the Members shall be by secret ballot at the request of a Member present.
- (m) all meetings of the Members shall be conducted in accordance with these Bylaws and, where these Bylaws are silent, such meeting shall be conducted in accordance with "Robert's Rules of Order Newly Revised" or any summary thereof;
- (n) the business at an Annual General Meeting shall be:
 - (i) to receive and consider the reports of the Executive Committee;
 - (ii) to receive and consider the financial statements of the League for the past fiscal year including the report of the auditors of the League;
 - (iii) to elect the Officers;

- (iv) to approve the budget of the League for the current fiscal year; and
- (v) to consider any resolution or resolutions as may be properly brought before the meeting;
- (o) the business at a special meeting of the Members shall be restricted to the business set out or otherwise described in the notice of that special meeting;
- (p) unless otherwise determined by the Executive Committee, acting in its sole discretion, and stipulated in the notice of the meeting, in order to participate and vote at a meeting of the Members, each Member must be physically present at the meeting. If so determined and stipulated in the notice of the meeting by the Executive Committee, every Member entitled to attend a meeting of the Members may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other and a person participating in such a meeting by those means is deemed to be present at the meeting.

3.6 Attendance of Non-Members at Meetings

Persons who are not Members shall be entitled to attend meetings of the Members but such non-Members shall not be entitled to vote at any such meeting and such non-Members shall not be entitled to participate in discussions or debates at any such meeting unless the chairperson of such meeting decides otherwise.

3.7 Restriction on Transferability of Memberships

Memberships in the League may not be assigned or transferred.

3.8 Voting Rights of Members

Each Member in good standing shall be entitled to one vote at each meeting of the Members, subject to the following restrictions:

- (a) Members who are under 18 years of age shall not be entitled to vote;
- (b) Family and couple Members shall be restricted to two votes per household regardless of the number of family Members; and
- (c) Members shall vote only if they are present at the meeting and not by proxy, mail or other method.

3.9 Liability of Members

No Member shall be liable, in his or her personal capacity, for any debt or liability of the League. A Member, when duly authorized to act for the League, shall not be personally liable for any loss or damage or depreciation to the property of the League or otherwise except if such Member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

3.10 Termination of Memberships

A Member's membership in the League shall terminate upon the occurrence of one or more of the following events:

- (a) the Executive Committee receives written notice from such Member stating that such Member wishes to terminate his or her membership in the League or otherwise withdraw from the League; or
- (b) the Executive Committee revokes a membership if such Member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence; or
- (c) such Member dies.

Upon the termination of any Member's membership in the League, all rights, claims and interests of such Member in the League, including but not restricted to any refund of membership fees, shall be forfeited by such Member.

ARTICLE 4 - EXECUTIVE COMMITTEE

4.1 Composition of Executive Committee

The Executive Committee shall be composed of:

- (a) the Officers;
- (b) the E.C. Chairpersons;
- (c) the E.C. Directors;
- (d) the immediate Past President of the League;
- (d.1) the Members-At-Large, and
- (e) the Representatives.

4.2 Powers of Executive Committee

Subject to the provisions of these Bylaws and the *Societies Act*, the Executive Committee shall manage the business and affairs of the League and shall exercise all such powers of the League as are not required to be exercised by the Members pursuant to these Bylaws or the *Societies Act*. Without restricting the generality of the foregoing, the Executive Committee shall be empowered to:

- (a) receive donations, bequests, funds, trusts, benefits and property for the purpose of furthering the objects of the League provided that the Executive Committee in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;
- (b) borrow money on the credit of the League;

- (c) mortgage, charge, hypothecate or pledge any real or personal property of the League in order to secure any obligation or liabilities of the League;
- (d) establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:
 - (i) open one or more bank accounts; and
 - (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidence of indebtedness or orders for the payment of money;
- (e) employ persons and appoint agents to perform such duties as may be prescribed by the Executive Committee or these Bylaws;
- (f) institute and amend policies, procedures and standards of conduct for the League's business and affairs;
- (g) establish committees of the Executive Committee, standing or otherwise, as the Executive Committee deems necessary or desirable in order to carry on the business and affairs of the League and, for such purpose, the Executive Committee may delegate any of its powers to such committees; and
- (h) exercise any powers which, in the opinion of the Executive Committee, pertain to or promote the carrying out of the objects of the League.

4.3 Number of Members of the Executive Committee

The Executive Committee shall consist of the immediate Past President and such a number of Officers, E.C. Chairpersons, E.C. Directors, Members-At-Large, and Representatives as may be elected or appointed from time to time in accordance with these Bylaws provided that there shall be not less than 6 members of the Executive Committee at any given time.

4.4 Qualifications of Members of the Executive Committee

Each member of the Executive Committee shall meet the following qualifications at all times that he or she is a member of the Executive Committee:

- (a) a Member in good standing; and
- (b) 18 years of age or older.

4.5 Election or Appointment of Officers

The terms and conditions governing the election or appointment of Officers are as follows:

- (a) subject to Sections 4.5(d) and (f) of these Bylaws, all Officers shall be elected by the Members at an Annual General Meeting;

- (b) subject to Section 4.5(f) of these Bylaws, all Officers shall be elected from the list of eligible persons presented at the Annual General Meeting by the Nominating Committee or from the list of eligible persons duly nominated from the floor at the Annual General Meeting by two Members in good standing or from any combination of both such lists;
- (c) subject to Section 4.5(f) of these Bylaws, the candidate elected to fill a vacant Officer's position shall be the candidate who receives the highest number of votes with respect to such position;
- (d) subject to Section 4.5(f) of these Bylaws, each Officer shall be elected for a term of one year only;
- (e) All Officers shall be required to submit to and receive clear police checks prior to or concurrently with their appointment and at such interval as may be determined by the Executive Committee; and
- (f) any vacancy occurring in a position of Officer between Annual General Meetings shall be promptly filled by persons appointed by a Majority of the Executive Committee in attendance at a meeting of the Executive Committee duly called and constituted provided that such newly appointed Officers shall hold office only for the unexpired portion of the vacated Officer's term.

4.6 Election or Appointment of E.C. Chairpersons, E.C. Directors and Representatives

The terms and conditions governing the election or appointment of E.C. Chairpersons, E.C. Directors, Members-At-Large, and Representatives are as follows:

- (a) subject to Sections 4.6(c) and (e) of these Bylaws, all E.C. Chairpersons, E.C. Directors and Representatives shall be elected or appointed by a Majority of the Officers as soon as possible following the Annual General Meeting;
- (b) subject to Section 4.6(e) of these Bylaws, the candidate elected or appointed to fill a vacant E.C. Chairperson's, E.C. Director's or Representative's position shall be the candidate who receives the highest number of votes;
- (c) subject to Section 4.6(e) of these Bylaws, each E.C. Chairperson, E.C. Director and Representative shall be elected or appointed for a term of one year only;
- (d) any E.C. Chairperson, E.C. Director or Representative may be required to submit to and receive a clear police check if working directly with money or vulnerable people in respect of League matters; and
- (e) any vacancy occurring in a position of E.C. Chairperson, E.C. Director or Representative shall be promptly filled by persons appointed by a Majority of the Officers provided that such newly appointed E.C. Chairperson, E.C. Director or Representative shall hold office only for the unexpired portion of the term of the vacated E.C. Chairperson, E.C. Director or Representative.

4.7 Removal of Member of Executive Committee

The terms and conditions governing the removal of a member of the Executive Committee are as follows:

- (a) a member of the Executive Committee shall be deemed to have resigned immediately upon such Member ceasing to meet all of the qualifications set out in Section 4.4 of these Bylaws;
- (b) any Officer may be removed for any reason by a resolution passed by a Majority of the Members present at any Annual General Meeting or any special meeting of the Members duly called and constituted;
- (c) any E.C. Chairperson, E.C. Director, Past President, Members-At-Large, or Representative may be removed for any reason by a resolution passed by a Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted;
- (d) any member of the Executive Committee who, without prior notice to the Executive Committee, is absent from not fewer than three consecutive meetings of the Executive Committee may be removed by the Executive Committee by a resolution passed by a Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted;
- (e) if any member of the Executive Committee demonstrates a lack of interest in the League by inactivity or if any such member is incompetent or unable to handle his or her elected or appointed tasks or if any such member conducts himself or herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the League, then such member may be removed from the Executive Committee by a resolution passed by a Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted; and
- (f) any member of the Executive Committee who is removed from the Executive Committee in accordance with this Section 4.7 shall have the right to receive notice of and reasons for such removal, but such member shall have no right to appeal such removal.

4.8 Meetings of Executive Committee

The terms and conditions governing meetings of the Executive Committee are as follows:

- (a) meetings of the Executive Committee shall be held at such times and at such places as the President of the League may from time to time determine provided that at least one meeting of the Executive Committee shall be held in each fiscal quarter of the League;
- (b) a meeting of the Executive Committee shall be called by the President of the League upon receipt of a written request from at least a Majority of the Executive

Committee and such meeting shall be held within 10 days of receipt of such request;

- (c) notice of meetings of the Executive Committee shall be given to each member of the Executive Committee not less than two days before the meeting is to take place and such notice may be delivered, telephoned, telecopied, e-mailed or mailed or included as part of the minutes of a previous meeting of the Executive Committee provided that any meeting of the Executive Committee may be held at any time without formal notice if all of the members of the Executive Committee are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice;
- (d) notice of any meeting of the Executive Committee or any irregularity in any meeting or notice thereof may be waived by any member of the Executive Committee and no error or omission in giving such notice for a meeting of the Executive Committee shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting;
- (e) a quorum at any meeting of the Executive Committee shall be four members of the Executive Committee;
- (f) resolutions passed at a meeting of the Executive Committee duly called and constituted shall be valid even though a quorum, which was present at the beginning of such meeting, was not present throughout the duration of such meeting;
- (g) each member of the Executive Committee shall have one vote and all matters shall be decided by a Majority of votes of the members of the Executive Committee provided that if there is an equality of votes, then the chairperson of the meeting of the Executive Committee shall have a casting vote in order to eliminate such equality;
- (h) resolutions in writing either signed or agreed to via e-mail by a Majority of the members of the Executive Committee shall be as effective as a resolution passed at a meeting of the Executive Committee duly called and constituted;
- (i) any member of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone or other communication device that permits all persons participating in the meeting to hear each other and any member participating in a meeting by such means is deemed to be present in person at the meeting; and
- (j) the Executive Committee may invite any interested persons to attend any meeting of the Executive Committee provided that such invitees shall not be entitled to vote at such meeting.

4.9 Limitation of Liability

Every member of the Executive Committee 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 such member shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No member of the Executive Committee shall be liable for the acts, omissions, or defaults of any other member of the Executive Committee. In addition, no member of the Executive Committee shall be liable for any loss, damage or expense incurred by the League through the insufficiency or deficiency of title to any property acquired for or on behalf of the League, or for the insufficiency or deficiency of any security in or upon which any of the monies of the League shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious or criminal acts of any person with whom any of the monies, securities or effects of the League shall be deposited, or for any loss occasioned by any error of judgment, or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to it in circumstances where such member complies with the first sentence in this Section 4.9.

4.10 Indemnity

Subject to the *Societies Act*, the League shall indemnify the members of the Executive Committee and the former members of the Executive Committee and their heirs and legal representatives against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment 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 or having been a member of the Executive Committee if:

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

The League shall also indemnify the members of the Executive Committee in other circumstances as the *Societies Act* permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.

ARTICLE 5 - OFFICERS

5.1 Designation of Officers

The Officers shall be as follows:

- (a) President;
- (b) Vice-President;

- (c) Secretary;
- (d) Treasurer; and
- (e) any other officer designated by the Executive Committee.

5.2 Duties and Responsibilities of Officers

- (a) President

The President of the League shall:

- (i) be the chief executive officer and the official spokesperson of the League;
- (ii) chair all meetings of the Executive Committee;
- (iii) be an ex-officio member of all committees of the Executive Committee;
- (iv) attend or designate another member of the Executive Committee to attend all general meetings of the Edmonton Federation of Community Leagues and the South West Area Council (SWAC); and
- (v) perform such other duties as may be specified from time to time by the Executive Committee or these Bylaws.

- (b) Vice-President

The Vice-President of the League shall:

- (i) perform the duties and responsibilities of the President in the absence of the President; and
- (ii) perform such duties as may be specified from time to time by the President or the Executive Committee or these Bylaws.

- (c) Secretary

The Secretary of the League shall:

- (i) be responsible for the keeping of accurate minutes of meetings of the Executive Committee and meetings of the Members;
- (ii) have charge of the corporate seal of the League;
- (iii) prepare and send notice of meetings of the Executive Committee and meetings of the Members;
- (iv) keep a list of the Members and such other records as the Membership Committee or the Executive Committee may direct;

- (v) file all annual returns of the League in accordance with the *Societies Act*; and
 - (vi) perform such other duties as may be specified from time to time by the Executive Committee or these Bylaws.
- (d) Treasurer

The Treasurer of the League shall:

- (i) be responsible for financial affairs of the League;
- (ii) in conjunction with the League's auditor, prepare audited financial statements of the League for submission to the Executive Committee and the Members at the Annual General Meeting;
- (iii) monitor actual expenditures as compared to budgeted expenditures and recommend corrective action when required; and
- (iv) perform such other duties as may be specified from time to time by the Executive Committee or these Bylaws.

5.3 No Remuneration

All members of the Executive Committee shall serve the League without remuneration provided that the League shall be entitled to reimburse any member of the Executive Committee for all reasonable, authorized and substantiated expenses incurred by such member with respect to the business and affairs of the League.

ARTICLE 6 - CHAIRPERSONS AND COMMITTEES

6.1 List of Committees

The Committees shall consist of the Executive Committee, the Nominating Committee and those other committees which may be established from time to time by the Executive Committee in order to further the objects of the League.

6.2 Composition

Each of the Committees (other than the Executive Committee) shall be composed of a Chairperson and any other Members who may be selected by the Chairperson of such committee from time to time.

6.3 Election, Appointment and Removal of Chairpersons

The E.C. Chairpersons shall be elected, appointed and removed in accordance with Section 4.6 of these Bylaws. The Non-E.C. Chairpersons shall be elected, appointed and removed at the times and in the manner as may be determined from time to time by a majority of the Officers provided that a Non-E.C. Chairperson must be a Member in good standing at all times.

6.4 Duties and Responsibilities

The duties and responsibilities of the Committees (other than the Executive Committee) shall be those duties and responsibilities as may be specified by the Executive Committee from time to time.

6.5 Meetings

Unless otherwise determined by the Executive Committee, the notice requirements, procedures for voting, quorum and other rules regarding meetings of the Committees (other than the Executive Committee) shall be determined from time to time by the Chairpersons and the members of such Committee.

ARTICLE 7 - DIRECTORS AND PROGRAMS

7.1 List of Programs

The Programs shall consist of those programs which may be established from time to time by the Executive Committee in order to further the objects of the League.

7.2 Directors

Each of the Programs shall be chaired by a Director and shall include such other Members who are selected by such Director from time to time.

7.3 Election, Appointment and Removal of Directors

The E.C. Directors shall be elected, appointed and removed in accordance with Section 4.6 of these Bylaws. The Non-E.C. Directors shall be elected, appointed and removed at the times and in the manner as may be determined from time to time by a majority of the Officers provided that a Non-E.C. Director must be a Member in good standing at all times.

7.4 Duties and Responsibilities

The duties and responsibilities of the Directors and the Members involved in the Programs shall be those duties and responsibilities as may be specified by the Executive Committee from time to time.

7.5 Meetings

Unless otherwise determined by the Executive Committee, the notice requirements, procedures for voting, quorum and other rules regarding meetings of the Members involved in the Programs shall be determined from time to time by the Director and the Members involved in such Program.

ARTICLE 8 – REPRESENTATIVES AND MEMBERS-AT-LARGE,

8.1 List of Representatives

The Representatives who are entitled to be members of the Executive Committee shall be those persons who are designated from time to time by the Executive Committee as persons who should be ex-officio members of the Executive Committee and who presently consist of the following:

- (a) a representative of the League to the Edmonton Federation of Community Leagues;
- (b) a representative of the League to the schools located within or adjacent to the territorial boundaries of the League (School Liaison);
- (c) a representative from each of the neighbourhoods of Brander Gardens, Brookside, Ramsey Heights and Rhatigan Ridge; and
- (d) a representative from each interest group as deemed valid by the Executive Committee (Seniors, Youth, Next Gen, Community)

8.2 Members-At-Large

The Executive Committee may in each year designate up to two (2) individuals at any time who shall serve as Members-At-Large of the Executive Committee. The duties and responsibilities of the Members-At-Large shall be those duties and responsibilities as may be specified by the Executive Committee from time to time.

ARTICLE 9 - FINANCIAL MATTERS

9.1 Accounts

The Executive Committee shall cause accounts to be kept of all assets and liabilities of the League, all monies received and expended by the League and all matters in respect of which such receipts and expenditures took place.

9.2 Fiscal Year

The fiscal year of the League shall end on the 31st day of August in each year or such other date as may from time to time be determined by the Executive Committee.

9.3 Auditor

The Executive Committee may from time to time appoint a duly qualified independent accountant as the auditor of the League and such accountant shall hold office for such period of time as the Executive Committee may determine.

9.4 Annual Audit

The books, accounts, and records of the League shall be audited at least once yearly by the auditor of the League.

9.5 Financial Statements

An audited financial statement setting out the League's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

9.6 Contributions to Capital Reserve Fund

Unless otherwise determined by a resolution passed by a Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted, the League shall contribute to the capital fund of the Riverbend Community League on an annual basis the lesser of:

- (a) the sum of \$30,000; or
- (b) the amount (if any) required to maintain such capital fund at the sum of \$250,000.

9.7 Excess Expenditures and Excess Revenues

With respect to each Committee and each Program during each fiscal year of the League:

- (a) the Excess Expenditures applicable to such Committee or such Program shall be the responsibility of the League and not the responsibility of the Committee or the Program which incurred such Excess Expenditures; and
- (b) the Excess Revenues applicable to such Committee or such Program shall be the property of the League and not the property of the Committee or the Program which generated or received such Excess Revenues.

9.8 Budgets

- (a) At each Annual General Meeting, the Executive Committee shall submit to the Members and obtain the approval of the Majority of the Members present at the Annual General Meeting with respect to the budget of the League applicable to the fiscal year in which such Annual General Meeting is held.
- (b) Within 60 days following the commencement of each fiscal year of the League, each Chairperson of each Committee and each Director of each Program shall submit to the Executive Committee and obtain the approval of the Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted with respect to the budget of such Committee or such Program applicable to such fiscal year.
- (c) With respect to any given fiscal year of the League, the Executive Committee shall not be authorized to approve or incur expenditures exceeding the total expenditures set out in the approved budget of the League for such fiscal year by

more than \$40,000 in the aggregate without the approval of the Majority of the Members present at a meeting of the Members duly called and constituted.

- (d) With respect to any given fiscal year of the League, a Committee or a Program shall not be authorized to incur expenditures exceeding the total expenditures set out in the approved budget of such Committee or such Program by more than \$1,000 in the aggregate without the approval of the Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted.

ARTICLE 10 - BOOKS AND RECORDS

10.1 Books and Records

The Executive Committee shall ensure that all necessary books and records of the League required by the *Societies Act* or these Bylaws or by any other applicable statute or law are regularly and properly kept by the League.

10.2 Records Office

The books of account, minute book and other books and records of the League shall be kept at the League's office located at 258 Rhatigan Road East, Edmonton or at such place in The City of Edmonton as the Executive Committee determines from time to time.

10.3 Inspection of Books and Records by Members

The minute book of the League may be inspected by any Member in good standing at any Annual General Meeting. Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of the League shall forward a written request to the Executive Committee and, at their next meeting, the Executive Committee shall designate a time and place at which such books of account, minute book and other books and records of the League may be inspected by such Member. No Member shall be entitled to remove the books of account, minute book or other books and records of the League from the League's records office. Any Member in good standing wishing to copy any portion of the books of account, minute book or other books and records of the League shall indicate that desire in such Member's written request to the Executive Committee and the Executive Committee shall be entitled, in its absolute and unfettered discretion, to determine whether or not such request is granted. All inspections of the books of account, minute book or other books and records of the League by a Member in good standing shall be performed in the presence of an Officer or designate.

ARTICLE 11 - EXECUTION OF DOCUMENTS AND SEAL

11.1 Signing Officers

Unless otherwise decided by a Majority of the Executive Committee present at a meeting of the Executive Committee duly called and constituted with respect to any specific document:

- (a) all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by the League shall be signed and delivered by any two Officers; and
- (b) all cheques shall be signed by any two Officers.

and all contracts, documents or other instruments in writing so signed shall be binding upon the League without any further authorization or formality.

11.2 Seal

The Executive Committee may adopt a corporate seal of the League. The corporate seal of the League shall be kept under the control of the Executive Committee and shall be kept at such place as may be determined by the Executive Committee. The corporate seal of the League shall be affixed to such documents and instruments under the hand of such persons as may from time to time be authorized by the Executive Committee.

ARTICLE 12 - AMENDMENT OF BYLAWS

12.1 Special Resolution

These Bylaws shall not be rescinded, altered or amended except by a special resolution of the Members as defined in Section 1(d) of the *Societies Act*.

12.2 Registration of Amendments

Each rescission, alteration or amendment to these Bylaws shall be registered with the Registrar of Corporations (Alberta) in accordance with the *Societies Act*.