

NEWTON COMMUNITY LEAGUE - BY-LAWS

Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the Newton Community League on June 4 2017

The existing bylaws are repealed; they are replaced by the attached bylaws.

Date: June 4 2017

Signature,

Name: Rak Prasad

Position: President

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Part 1. NAME AND ADDRESS:

- Newton Community League is a Society registered under the Societies Act of Alberta R.S.A. 2000, and is hereafter referred to in this document as “the League”.
- The registered head office address of the League is 5520 – 121 Avenue, Edmonton, Alberta, T5W 1N9.

Part 2. BOUNDARIES OF THE LEAGUE

- The Newton Community League shall encompass that portion of the City of Edmonton with boundaries described as follows: from 118th Avenue North to the Yellowhead Trail and, from 50th Street West to 58 Street on the East. All descriptions are assumed to follow the centre line of the indicated roadways.

Part 3. DEFINITIONS AND INTERPRETING THE BYLAWS

General

- Interpretation of these bylaws is the sole right and responsibility of the Board of Directors.
- Where appropriate, words signifying one gender shall include the other and words signifying the singular shall include the plural and vice versa.

Definitions

In these Bylaws, the following words have these meanings.

- **Member:** means individual or families, that have paid the prescribed membership fee and who is not in arrears for any fees, fines, or assessments assigned or levied by the board.
- **Audit Committee:** A committee of two or more members in good standing, appointed by the Board of Directors, whose specific purpose, is to review the accounting records adherence to the leagues procedures together with the financial statements and to report to the annual general meeting their findings.
- **Executive:** means the President, Vice-president, Secretary, Treasurer and the immediate Past-president of the league.
- **Board of Directors:** means the executive together with annually appointed directors with the specific purpose to advise, administer and carry out the business of the league. The directors are to attend regular meetings to report on and seek ratification of their activities.
- **General Meeting:** means the regular meetings of the members and Board of Directors, for the conduct and ratification of the business of the league.

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- **Register of Members:** means the register maintained under the direction of the Board of Directors containing the names, addresses and other pertinent contact information of the current Members of the Society.
- **Special Resolution:** means a resolution passed at a General, Special General or Annual General meeting of the league, for which not less than 21 days' notice specifying the intention to propose the resolution has been given, and carried by vote of not less than 75% of those members present at the meeting and entitled to vote.

Part 4. MEMBERSHIP

- Anyone wishing to participate in League sponsored social events, sporting activities, meetings and matters of League business, must hold and maintain a Newton membership in good standing.

Classifications of Members

Full Members:

- Persons 18 years or older and residing within the league boundaries are eligible for annual membership in the League.
- Have paid the prescribed membership fees and are not in arrears for any fines, or sanctions assigned by the board

Associate Members:

- Individuals or families not residing within the league's boundaries, who have purchased an associate membership shall be allowed to take part in league activities, and be eligible for discounts and other benefits of the league provides to its members.
- Have paid the prescribed membership fees and are not in arrears for any fines, or sanctions assigned by the board.
- Associate members do not have voting rights at Newton meeting.

Membership Fees:

- The annual membership fee structure; will be set by the Board of Directors.

All Members in good standing are entitled to:

- Receive notice of meetings of the league;
- Attend any meeting of the league including executive meetings;
- Speak at any meeting of the league, (except executive meetings),
- Introduce items of business to be considered;

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- If elected, hold office in the league
- Vote at all general meetings and the Annual General Meeting
- Participate in league sponsored sports and social activities.
- The League has the right to refuse membership.

Termination of Membership:

- The league shall have the right to terminate membership for any act or conduct which is considered by the Board of Directors to be detrimental to the aims, interests, and objectives of the League, or contravenes its bylaws.
- Such termination will be decided by a majority (50% +1) vote at a General or Special meeting and requires the necessary quorum to be in attendance.
- The league will have the right to suspend and terminate any member that is in arrears with respect to the payment of any fees, fines or levies. This action by the Board is at the sole discretion of the Board and does not require any special meeting, vote, or resolution. The termination must be noted in the minutes.

Voluntary Termination of Membership:

- A member may resign by giving notice in writing to the Board. An email to the Board constitutes written notice.

Part 5. MEETINGS OF THE LEAGUE

Voting at all General and Special Meetings:

- In order to vote, the member must be present.
- Voting will be by a show of hands except where a secret ballot is requested.
- In the event of any vote resulting in a tie, the chairperson shall cast the deciding vote.
- No member is entitled to more than one vote.
- Unless otherwise specified, all votes are decided by a 50% + 1 majority.
- At any meeting, unless a poll is demanded by the Chairperson or by three or more members present at the meeting, a declaration by the Chairperson that a resolution has been carried or defeated will be entered into the minutes.
- No one may buy a Newton membership and vote within 60 days.
- Members exempt from the 60 day waiting period for voting rights are new residents. A new resident is considered any resident who has moved into the Newton Boundary in the previous ninety (90) days.

5.1 Regular General Meetings:

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- A quorum is defined as Five (5) members in good standing.
- Notice of the meeting, proposed agenda, minutes of the previous meeting, Treasurers report, and other reports will be circulated electronically, when available, in advance of the general meeting to all members.
- General meetings will be held normally on the first Tuesday of January, May, and October; or on an alternate day by exception and by agreement of a majority of the Board of Directors.
- General meetings are open to everyone, however only members may talk.
- The board of directors will present their reports, and general discussion will be available, when time is allows.

5.2 Special General Meetings:

- A quorum is defined as Five (5) members in good standing.
- The President may, whenever he thinks fit, convene a Special General Meeting of the League, for the conduct of special or emergency business or the consideration of a Special Resolution.
- A written request by ten or more members requires the President to call a Special Meeting of the League. All such requests must express the object of the meeting and shall be left with the secretary who will promptly inform the President. Upon receipt, the President will promptly call a Special Meeting within 30 days from the date of the request. Notice of any Special General Meeting will be given by the Secretary, by website, email, mail, telephone or any other effective method, at least one day prior to the meeting. The accidental omission to give notice of any meetings to any member shall not invalidate the proceedings of any such meeting.

5.3 Annual General Meeting:

- A quorum is defined as Five (5) members in good standing.
- The League will hold an Annual General Meeting of all its members on a Sunday in the month of June in each year.
- Notice of such a meeting will be provided 21 days in advance through all available media considered necessary including but not limited to:
 - Newsletter (electronic or hand delivered)
 - Sign(s) operated by the League.
 - Websites operated by the League.
 - Mails and other Social media as considered necessary and appropriate.

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5.3.1 The order of business of the Annual General Meeting is as follows:

- Announcement that there is a quorum and the meeting may proceed or meeting is cancelled for lack of quorum and rescheduled one week later. If unsuccessful, re-schedule to the next general meeting.
- Approval of the Agenda;
- The reading of the minutes from the previous year's A.G.M.;
- Approval of these minutes will be passed as presented, or passed as amended;
- Reports from the Executive and Program Directors;
- Presentation of the Treasurer's annual financial statement and audit committee report;
- Presentation of the Societies Act Registration, Insurance Papers, Alarm Code I & Key holders list, Original Bank Statements and online passwords,
- Election of the Executive,
- New Business,
- Only matters set out in the notice for the AGM will be considered at the AGM; therefore, if a member wishes to propose or add an item of new business to the agenda, a notice of motion must be received, in writing or by e-mail, by the Secretary of the League, at least 31 days prior to the meeting
- Changes and confirmation of the Signing Authority,
- Adjournment,

5.3.3 Elections

Any member of the league, that is a member in good standing, shall be eligible for election at the Annual General meeting providing that the member has been:

- Nominated by two members of the community and the acceptance of the nomination is presented to the Secretary of the League in writing or by an e-mail so that a complete list of nominees can be presented to the community at the May monthly General meeting.
- In attendance at a minimum of two (2) General meetings in the previous year, using the official attendance list.
- Further to the above:
- No nominations of members will be accepted from the floor at the AGM
- Notice of all nominations and incumbents is to be sent out or posted on the website with the notice of the AGM 21 days prior to the AGM
- All current board members are to declare their intentions to stay on or resign from their position at the May General meeting.

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- Rotational Election of Executives:
- To ensure continuity of experience on the executive, one half of the Executive shall be elected each year.
- In odd numbered years, at the Annual General Meeting, the League will elect the President and Treasurer for a two (2) year term.
- In even numbered years, the League will elect the Vice President and Secretary, for a two (2) year term.

Voting at AGM for Elections:

- Voting for all positions will be done by secret ballot
- The winner will be the person with the most votes
- In the event of any vote resulting in a tie, the chairperson shall cast the deciding vote.

Part 6. DUTIES OF THE BOARD OF DIRECTORS AND EXECUTIVE

- The Board of Directors is responsible for the management of the affairs of the League and will meet throughout the year as required.
- Will recommend additions or changes to the League's Policies and procedures
- Maintain an up to date Policy and Procedures Manual which shall be kept at the League office;
- Establish annual and long-term objectives for the League;
- Monitor and evaluate the performance of the committees and the members responsible for the performance of administration and League duties;
- Interpret the By-Laws of the League;
- The Executive will meet throughout the year as required, and
- Will prepare minutes of all meetings held and document all recommendations agreed upon.
- Newton Community League shall not use a corporate seal

6.1.1 Duties of the President:

- Preside at all meetings of the League and;
- By right of office, is a member of all committees;
- Shall carry out all other duties as required.

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6.1.2 Duties of the Vice-President:

- Shall, in the event the President is absent, unable or incapable of carrying out the duties of the position of President, act in his stead, and
- Shall carry out all other duties as required.

6.1.3 Duties of the Secretary:

- Shall keep full and accurate minutes of the meetings of the League and these minutes must be dated, printed and emailed immediately after the adjournment of the meeting. If this is technically not possible, then it must be printed and made available for pickup by the Board of Directors within 48 hours.
- Shall carry out all other duties as required

6.1.4 Duties of the Treasurer:

- Shall receive all money or donations, collected or otherwise received on behalf of the League, keeping a record of same, issue receipts for same; and
- At the direction and approval processes of the Board, shall pay all debts incurred by the League;
- Shall collect all debts in a timely manner;
- Shall cooperate fully with the Audit Committee;
- All financial records must be received within seven (7) calendar days when requested by the board of directors.
- Shall oversee all activities of a bookkeeper if one is hired.
- Shall carry out all other duties as required.

6.1.5 Duties of the Program Directors

- These will be appointed by the Executive
- Duties will vary, and determined by each program this is offered by the league.
- They will support existing programs, and/ or foster new ones

6.2 Powers of the Board of Directors / Executive:

- Promoting the objects of the Society;
- Promoting membership in the Society;
- Hiring employees, for the efficient functioning of the league's business;
- Regulating employees' duties and setting their salaries;

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- Maintaining and protecting the Society's assets and property;
- Approving an annual budget for the Society;
- Paying all expenses for operating and managing the Society;
- Paying persons for services and protecting persons from debts of the Society;
- Investing any extra monies;
- Financing the operations of the Society, and borrowing or raising monies;
- Making policies for managing and operating the Society;
- Approving all contracts for the Society;
- Maintaining all accounts and financial records of the Society;
- Appointing legal counsel as necessary;
- Making policies, rules and regulations for operating the Society, and its facilities and assets;
- Selling, disposing of, or mortgaging any or all of the property of the Society; and
- Without limiting the general responsibility of the Board, delegating its powers and duties to a paid administrator of the League.

6.3 Resignation, Death or Removal of a Director / Executive

- A Director including the Immediate Past President may resign from office by giving a notice of resignation in writing.
- Voting Members may remove any Director or executive, before the end of their term. There must be a 75% approval vote at a Special General Meeting called for this purpose, and the details must be outlined in the notice.
- If there is a vacancy on the Board, the remaining Directors may appoint any Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next election of a new President.

6.4 Protections And Indemnity Of Directors And Members

- The League indemnifies each Director against all costs or charges that result from any act done in his role for the Society. The League does not protect any Director for acts of fraud, dishonesty, or bad faith.
- No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the League, unless the act is fraud, dishonesty or bad faith.

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6.5 Continued Liability for Debts Due

- Although a Member ceases to be a Member, by death, resignation or other means, the member remains liable for any debts owing to the League at the date of ceasing to be a Member.

6.6 Limitation on the Liability of Members

- No Member is, in his individual capacity, liable for any debt or liability of the League.

Part 7. FINANCIAL MATTERS

7.1 Auditing

- The Financial Records of the League, together with all supporting documents, shall be audited once a year by a duly appointed qualified accountant or an Audit committee, appointed from the membership by the Board of Directors, prior to the Annual General Meeting.
- The Treasurer is responsible for creating the Financial Statements for the league for the most current twelve months ending April 30th.
- The Financial Statements, together with the Audit Committee report or report from the accountant or both, must be submitted to the Annual General meeting of the League.
- April 30th in each year shall be the end of the fiscal year for the League.

7.2 Inspection by Members

- The books and records of the League may be inspected by any member in good standing at any time upon giving reasonable notice and arranging for a time satisfactory to the officer or officers having charge of it. Each member of the Board of Directors shall at all times have access to all financial accounts, books and records of the League.

7.3 Accounts

- All disbursements of the League shall be paid by cheque or electronic debit. All cheques must be signed by two of the signing authorities. The signing authorities are the Treasurer, the President, the Secretary and the Vice President and any member approved at the AGM. No signing authorities shall sign a cheque made out to himself or herself or a family member. Any expenditure of funds that is over and above the regular monthly expenses or is over the budgeted amount must have approval by the Board of Directors before disbursement of such funds. An exception may be made for

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Emergency Funding to a maximum of \$5,000 total in any one month and requires approval of 3 members of the executive and can only be used when a Special Meeting of the League cannot be called and convened in time to deal with the matter. Anything over this amount requires a Special Meeting of the league.

7.4 Borrowing Power

- For the purpose of carrying out its objectives, the League may borrow or secure payment of money in such manner, as it considers necessary. This power shall be exercised only under authority of the Board of Directors and must be voted on at a General meeting.

7.5 Contracts

- The President or Vice President and the Secretary or Treasurer shall execute all contracts, documents and agreements, on behalf of the League with the approval of the Board of Directors.

7.6 Remunerations

- No Director of the Society will receive any remuneration for his or her services as a board member.

Part 8 CHANGES TO THE LEAGUE BY-LAWS

- The Bylaws may be amended, altered or rescinded, only by Special Resolution at a General Meeting or at the Annual General Meeting of the League as provided for in Section 15 of the Societies Act R.S.A. 2000.
- A notice of motion outlining the proposed amendment or change must be received, in writing or by e-mail, by the Secretary of the League 31 days prior to the meeting date.

Part 9. DISSOLUTION:

- In the event of dissolution of the League, all its remaining cash assets, after payment of liabilities, shall revert to the E.F.C.L. to be held in trust until the league is re-constituted. Any land and real estate property will revert to the City of Edmonton.