



EFCL Bylaws

June 2023

[Article 1 Name](#)

[Article 2 Interpretation](#)

[Article 3 Membership](#)

[Article 4 General Membership Meetings](#)

[Article 5 District Meetings](#)

[Article 6 Board of Directors](#)

[Article 7 Board of Director Elections and Terms of Office](#)

[Article 8 Board of Directors Meetings](#)

[Article 9 Elections of Officers](#)

[Article 10 Duties of Board Members and Officers](#)

[Article 11 Committees](#)

[Article 12 Remuneration](#)

[Article 13 Termination, Suspension & Expulsion](#)

[Article 14 Administration](#)

[Article 15 Financial Procedures](#)

[Article 16 Indemnification](#)

[Article 17 Amending the Bylaws](#)

[Article 18 Parliamentary Authority](#)

[Article 19 Dissolution](#)

Article 1 Name

1.1 The name of the organization will be the Edmonton Federation of Community Leagues (EFCL), often referred to as the Federation, hereinafter referred to as the 'EFCL'.

Article 2 Interpretation

2.1 Board of Directors will mean the Board of Directors of the EFCL.

Edmonton Federation of Community Leagues

12122 68 Street NW | Edmonton, AB | T5B 1R1 | 780.437.2913 | info@efcl.org





2.2 Board member will mean a member of the Board of Directors of the EFCL.

2.3 Bylaws will mean the within bylaws.

2.4 City means the City of Edmonton.

2.5 Code of Ethics will mean the EFCL Code of Ethics as appended hereto.

2.6 Community League means an organization of persons with an elected executive representing a geographically defined community within Edmonton's municipal boundaries, incorporated under the Societies Act of the Province of Alberta.

2.7 District Boundaries will mean those boundaries as established from time to time by the EFCL.

2.8 District Meeting will mean a meeting of the District Members.

2.9 District Member will mean those Members geographically located within the District Boundaries.

2.10 District Representative will mean the representative elected by District Members and who will serve on the Board of Directors.

2.11 General Meeting will mean a meeting of the entire Membership of the EFCL as defined in Article 3.

2.12 Member will mean any member of the EFCL as defined in Article 3 of these bylaws.

2.12.1 Voting Members will mean Community Leagues as defined in 2.6

2.12.2 Honorary Member means individuals who have provided extraordinary service to the EFCL and/or the Community League movement as recognized by the Board of Directors and ratified by the membership. This class of membership is subject to the terms and conditions as outlined in Article 3 Membership with the exception that an honorary member does not have a vote at General or District meetings.

2.12.3 Associate Member means an organisation, company, or group with an interest in supporting the EFCL and/or the Community League movement. This class of



membership is subject to the terms and conditions as outlined in Article 3 Membership with the exception that an associate member does not have a vote at General or District meetings.

2.13 Member Representative means the person, or in whose absence the alternate person, designated by the Member's bylaws, by election, or by resolution of the Member is to represent the Member at meetings of the EFCL.

2.14 The Membership will mean all the Members of the EFCL.

2.15 Societies Act will mean the Societies Act of Alberta and any amendments thereto.

2.16 Special Resolution will mean a resolution, which requires 21 days notice and three quarters support of the Members or Directors in attendance and eligible to vote.

2.17 For the purpose of these bylaws, words which have a special meaning assigned to them in the Societies Act will have the same meaning herein.

Article 3 Membership

3.1 Membership in the EFCL is open to any Community League. Membership in good standing requires the Community League to subscribe to the purposes of the EFCL, abide by the Code of Ethics, and submit annually:

3.1.1 Annual dues as approved by the membership;

3.1.2 A current Executive list;

3.1.3 A copy amended bylaws as accepted by Corporate Registries;

3.1.4 An annual report with a format agreed to between the EFCL and City of Edmonton; and

3.1.5 Where a new Community League is seeking membership, it requires majority support of the Membership present at a General Meeting of the EFCL.

3.2 The membership in the EFCL may be suspended or terminated as set out in Article 13 herein.



3.3 A Community League may withdraw from Membership in the EFCL by written notice of intent to the EFCL President and may not be reinstated except upon compliance with Article 3.1 of these Bylaws.

3.4 An Honorary Member will be provided a lifetime membership for the community league, in which the Honorary Member resides and enjoys the benefits which accrue.

3.5 Associate Membership in the EFCL is open to any organisation, company or group with an interest in supporting the EFCL and/or the Community League movement and who is in alignment with the EFCL mission and vision. This class of membership is subject to the terms and conditions as outlined in Article 3 Membership with the exception that an associate member does not have a vote at general or district meetings.

3.6 Acceptance of Associate Members may be approved upon receipt of

3.6.1 A completed application on the approved form

3.6.2 Annual associate member dues as determined by the Board of Directors.

3.7 Associate membership will be approved by the Board and announced at the next General Meeting.

3.8 An Honorary or Associate member is not entitled to vote at an EFCL meeting, except where:

3.8.1 That member is acting in the capacity of a Member Representative; or

3.8.2 The Honorary or Associate Member is also a member of the Board of Directors in which case they may vote, as does any board member.

Article 4 General Membership Meetings

4.1 The Annual General Meeting of the EFCL shall not be later than six (6) months following the end of the fiscal year of the EFCL. The purposes of the Annual General Meeting will include, but not be limited to, the following:

4.1.1 To receive the Annual Report of the EFCL



4.1.2 To receive reports from Working Groups

4.1.3 To receive the audited financial statements of the previous year

4.1.4 To discuss any revisions to the Bylaws

4.1.5 To elect Board Members as required.

4.2 A regular general meeting of the EFCL will be held during the last 3 months of the fiscal year. The purposes of this general meeting will include, but not be limited to, the following:

4.2.1. To ratify the budget as recommended by the Board of Directors

4.2.2 To present plans, programs and projects

4.2.3 To appoint the auditor for the upcoming annual audit

4.2.4 To elect Board Members as required.

4.3 Special General Meetings may be called at the discretion of the President or must be called, upon receipt by the EFCL registered office, of a written request for such meeting signed by 10 percent of the Member Representatives. The President must notify the Membership of the date and location of the Special General Meeting within 14 days of the receipt of such written request. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with by the Special General Meeting. The Special General Meeting must be held within 40 days of the receipt of the written request for such meeting.

4.4 At least 21 days' notice of all General Meetings will be given in writing through regular mail or e-mail to every Member and to every Board Member of the EFCL. The inadvertent omission to notify a Member will not invalidate the proceedings of the General Meeting.

4.5 The quorum for all general meetings is 20 per cent of members determined by rounding up to the next whole number.

4.6 Only Members in good standing are entitled to vote at General Meetings.

4.7 Such voting will be made in person, by physical or virtual attendance of the Member Representative, and not by proxy.



4.8 Each Member will have only one vote.

4.9 A District Representative who is also a Member Representative may vote at a District and/or a General Meeting in their capacity as a Member Representative.

4.10 Voting at meetings will be by a show of hands, a voting ticket, and a standing vote or by secret ballot. Any two Member Representatives entitled to vote may request a vote by secret ballot.

4.11 All voting at elections, when an office or position is contested, will be by secret ballot.

4.12 Where the Member Representative is in a conflict of interest position, that Member Representative will not be entitled to vote.

Article 5 District Meetings

5.1. Each District of the EFCL will hold regular District Meetings at least twice per year.

5.2 District meetings will be chaired by the District Representative, the Vice President Internal or Board Member at Large designated by the Board to represent the District.

5.3 Quorum for all District Meetings will be one-third of the District Members eligible to participate determined by rounding up to the next whole number.

5.4 At least 14 days notice of all regular District Meetings will be given in writing through regular mail or e-mail to every District Member and to the EFCL office. The inadvertent omission to notify a District Member will not invalidate the proceedings of the District Meeting.

5.5 Special District Meetings may be called at the discretion of the District Representative, Vice-President Internal, or Board Member at Large designated by the Board to represent the District.

5.5.1 Such Special District Meeting must be called upon receipt by the District Representative or Vice-President Internal of a written request for such meeting signed by two community leagues or 10 per cent, whichever is greater, of the District Members.

5.5.2 The District Representative or Vice-President Internal must notify the District Members of the date and location of the Special District Meeting within 14 days of the



receipt of such written request.

5.5.3 Any call for a Special District Meeting must include specific reference to the item(s) to be dealt with by the Special District Meeting.

5.5.4 The Special District Meeting must be held within 40 days of the receipt of the written request for such meeting.

5.6 Districts may form ad hoc working groups with the support of the majority of District Members. Working Groups will operate as per their approved frame of reference and will only operate within the District. These Working Groups will provide advice to the District and District Representative.

5.7 Only District Members in good standing are entitled to vote at District Meetings.

5.8 Such voting will be made in person, by physical or virtual attendance of the Member Representative, and not by proxy.

5.9 Each Member will have only one vote.

5.10 Voting at meetings will be by a show of hands, a voting ticket, and a standing vote or by secret ballot. Any two Member Representatives entitled to vote may request a vote by secret ballot.

5.11 All voting at elections, when an office or position is contested, will be by secret ballot.

5.12 Where the Member Representative is in a conflict of interest position, that Member Representative will not be entitled to vote.

Article 6 Board of Directors

6.1 The Board is made up of up to 14 board members who are elected as district representatives and up to three (3) board members at large.

6.2 The Board, when exercising powers and performing duties, shall:

6.2.1 Direct, guide and inspire the EFCL through careful establishment of organisational strategy and policies reflecting the values and priorities of the membership with a focus



on the long term;

6.2.2 Speak with one voice, through motions;

6.2.3 Ensure the implementation of all resolutions approved by the Members;

6.2.4 Act honestly, in good faith, with a view to the best interest of the EFCL and of the Community League membership as a whole;

6.2.5 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

6.3 In considering whether a particular course of action is in the best interest of the EFCL and the Community League membership as a whole, the Board shall have due regard to all members affected and deal fairly with the interest of each member relative to another.

Article 7 Board of Director Elections and Terms of Office

7.1 To be eligible to serve as a Board Member, the nominee must hold a valid Community League membership, consent to their nomination, and meet the EFCL's policy on security clearances.

7.2 Board Members elected as District Representatives must
be nominated by a District Member, or;
be nominated by the Board Development and Nominating Committee provided that such nomination is supported by the Community League in which the nominee holds membership.

7.2.1 District Representatives will be elected by the District Member Representatives of each District present at a General Meeting, or a District Meeting. A minimum of one third (1/3) of the District Member Representatives must be present to select a District Representative.

7.2.2 Election of district representatives will be conducted by a person external to the EFCL Board.



7.2.3 The nominee receiving the greatest number of votes cast by the District Members will be elected as the District Representative (and hence a Board Member) and will be eligible to serve as an Officer of the EFCL.

7.3 Board Members elected as Members at Large must
be nominated by a Member Representative, or;
be nominated by the Board Development and Nominating Committee provided that such nomination is supported by the Community League in which the nominee holds membership.

7.3.1 Members at Large will be elected by the Member Representatives at a General Meeting constituted under article 4.

7.3.2 Elections for Members at Large will be conducted by a person external to the EFCL Board.

7.3.3 The nominee receiving the greatest number of votes cast by the Member Representatives will be elected as a Board Member at Large and will be eligible to serve as an Officer of the EFCL.

7.4 Each Board Member is elected for a term of two years, to a maximum of three consecutive terms. That particular Board Member may, if so desired, stand for election again after a two-year hiatus from the Board of Directors.

7.5 A vacancy on the Board of Directors may be filled on an interim basis by the Board, upon the recommendation of the Board Development and Nominating Committee provided that such nomination is supported by the Community League in which the nominee holds membership.

7.5.1 For District Representatives, the appointee stands for election at the next General Meeting, or a District Meeting constituted under clause 7.2.

7.5.2 For Directors at Large, the appointee will stand for election at the next Annual or Regular General Meeting.



Article 8 Board of Directors Meetings

8.1 The Board of Directors shall meet regularly and not less than eight (8) times per year.

8.2 Special Board Meetings may be called at the discretion of the President or must, upon receipt of a written request signed by three Directors, convene a meeting of the Board of Directors within 14 days of receipt of the request. Any call for a Special Board Meeting must include specific reference to item(s) to be dealt with by the Special Board Meeting.

8.3 One week's notice of all Board Meetings will be given in writing through regular mail, e-mail to every member of the Board of Directors and will be announced on the EFCL website. The inadvertent omission to notify a member of the Board of Directors will not invalidate the proceedings of the Board Meeting. The one week notice period may be waived in emergent circumstances by agreement of the majority of Board members.

8.4 Amend to clarify how members are notified of board meetings, notice period added.

8.5 All meetings of the Board of Directors will be open for observation by Member Representatives.

8.6 A quorum for a Board of Directors Meeting will be a majority of the Board Members, two of which must be Officers.

8.7 If by reason of disqualification, death, resignation, or retirement of any Director, the remaining Directors, if they constitute a quorum, will be entitled to exercise all of the powers of the Directors.

8.8 Where appropriate, electronic (telephone, internet) attendance will be acceptable for attendees rather than in person. Board Members are to provide 48 hours' notice to the EFCL Executive Director and the President to indicate this choice.

8.9 When deemed necessary the President may instigate an electronic (email) vote. The President would initiate the email outlining the issue and requesting a vote. The first to reply would be considered the 2nd of the motion. The President would tally votes and declare the results via email. These electronic votes will then be noted in the minutes of the next Board Meeting.

8.10 Only Board Members are entitled to vote at all Board of Directors meetings.



8.11 Each Board Member will have only one vote.

8.12 Voting at meetings will be by a show of hands or by secret ballot. Any two Board Members entitled to vote may request a vote by secret ballot.

8.13 All voting at elections, when an office or position is contested, will be by secret ballot.

8.14 Where a Board Member is in a conflict of interest position, that Board member will not be entitled to vote.

Article 9 Elections of Officers

9.1 The Officers of the EFCL will be the President, the Vice President Internal, the Vice President External and the Treasurer, each of whom will be elected by the Board at the Board of Directors meeting following the Annual General Meeting.

9.2 Each Officer will be elected for a term of one year, to a maximum of four terms in any one position. In emergent circumstances an officer may be elected for one additional term by resolution of the board.

9.3 A representative of the City of Edmonton Administration, invited to the Board meeting for that purpose, will chair the election of the Officers.

9.4 An Officer must resign if they cease to be a District Representative.

9.5 Vacancies in executive positions will be filled by election at the next Board Meeting. Such an election will be for the remainder of the current term.

Article 10 Duties of Board Members and Officers

10.1 Board members' duties are:

10.1.1 To keep adequately informed about current and future trends in relevant global and local recreational, volunteerism, and governance issues, actively gathering information.



10.1.2 To be prepared for and attend Board Meetings.

10.1.3 To serve on committees as appointed by the Board.

10.1.4 District Representatives convene at least two District meetings per year.

10.1.5 Board Members at Large may be appointed by the board to, in the case of a vacancy, represent a District until the District Representative is elected or appointed by the Board.

10.1.6 To abide by the EFCL Code of Conduct and advance the mission and purpose of the EFCL.

10.1.7 To comply with resolutions of the Board.

10.2 Board Members responsible for specific portfolios may, from time to time, be selected from the remaining members of the Board, as may be deemed necessary to conduct the EFCL's business.

10.3 Any Board member may be removed from office as set out in Article 13 herein.

10.4 The President is responsible for the general management of the EFCL. The President's duties include:

10.4.1 Chairing all General and Board meetings;

10.4.2 Sitting as an ex-officio member of all committees;

10.4.3 Chairing the Board Development and Nominating Committee;

10.4.4 Sitting as a member on the Human Resources Committee;

10.4.5 Be responsible for the general supervision of all the activities of the EFCL, acting through the Executive Director;

10.4.6 Act as one of the signing authority for the EFCL.

10.5 The Vice President Internal is responsible for the EFCL's relationships with Members and may assist with interrelationship among the members. The Vice President Internal's duties will



include:

10.5.1 Acting in the absence of the President;

10.5.2 Sit as vice chair of the Finance, Funding and Audit Committee;

10.5.3 Acting as one of the signing authority for the EFCL;

10.5.4 Acting, in the case of a vacancy, as the liaison between the Board and the District Members until the District Representative is elected or appointed by the Board, or a Board Member at Large is assigned by the Board to represent the District.

10.6 The Vice President External is responsible for the external relationships of the organisation. The Vice President External's duties will include:

10.6.1 Act in the absence of the President and Vice-President Internal;

10.6.2 Act as a signing authority for the EFCL; and

10.6.3 Act as a liaison between the EFCL and other community and civic organisations

10.6.4 Sit as vice chair of the Board Development and Nominating Committee.

10.7 The Treasurer is responsible for the finances and financial well-being of the EFCL. The Treasurer will, among other things:

10.7.1 Give regular reports to the Board and the Members on the financial state of the EFCL;

10.7.2 Ensure adequate and appropriate financial reports are kept and are available to the board

10.7.3 Act as primary signing authority for the EFCL;

10.7.4 Ensure the preparation of the annual budget of the EFCL;

10.7.5 Ensure the preparation of annual financial statements for presentation at the Annual General Meeting; and

10.7.6 Ensure that appropriate policies and procedures are in place regarding receiving



and depositing funds, and expenditure of funds.

Article 11 Committees

11.1 The Board may, from time to time, create such ad hoc committees, as they may deem necessary, to conduct the EFCL's business. Such committees will carry out their assigned functions and otherwise act in accordance with resolutions passed by the Board of Directors and resolutions passed at a general meeting. Such committees are accountable to the Board of Directors and terminate according to their respective terms of reference.

11.2 The Board may, at its discretion, create such Standing Committees as may be deemed necessary. Such committees will carry out their assigned functions and otherwise act in accordance with resolutions passed by the Board of Directors and resolutions passed at a general meeting. All committees will be accountable to the Board and will continue to exist for an indefinite period of time.

11.3 Standing committees of the EFCL Board are:

- The Executive Committee
- The Board Development and Nominating Committee
- The Finance, Funding and Audit Committee
- The Human Resources Committee

11.4 The Executive Committee will consist of the President, the Vice President Internal, the Vice President External and the Treasurer. The Executive Committee's authority is limited to:

11.4.1 Acting only in situations which cannot wait until the next Board meeting and such decisions must be ratified at the next Board of Directors meeting;

11.4.2 Proposing administrative policy on matters not assigned to other committees.

11.5 The Human Resources Committee's duties will include:

11.5.1 Recruiting, supervising, monitoring or releasing the Executive Director, and

11.5.2 Reviewing the EFCL's human resources strategy and compensation philosophy for recommendation to the Board.

11.6 The Board Development and Nominating Committee's duties will include:



11.6.1. Identifying potential candidates for the Board and overseeing the election of Board members, and

11.6.2 Developing systems of governance which promote good decision making.

11.7 The Funding, Finance and Audit Committee will be responsible for overseeing the annual budgeting and auditing processes and identifying new sources of revenue for approval by the Board.

11.8 Board members appointed to these committees shall serve for a term of one year, commencing at either the time of the formation of the Committee or at the meeting following the Annual General Meeting, until the next Annual General Meeting.

11.9 A quorum for a board committee meeting will be a majority of the board committee members.

11.10 The Board may, from time to time, create such working groups, as may be deemed necessary, in support of Community League and EFCL work. Such working groups will carry out their assigned functions and otherwise act in accordance with resolutions passed by the Board of Directors and resolutions passed at a general meeting. Such working groups are accountable to the Board of Directors and terminate according to their respective terms of reference, or at the direction of the Board of Directors through a board resolution.

11.10.1 Working Groups will be made up of members of the Board of Directors and Community League members appointed by the Board on nomination by Community Leagues.

11.10.2 Members of these Working Groups shall serve for a term of one year, commencing at either the time of the formation of the Committee or at the meeting following the Annual General Meeting, until the next Annual General Meeting and may serve a maximum of three (3) years on any one Working Group.

11.10.3 Quorum for these Working Groups will be the majority of the members, one of whom must be a member of the Board of Directors.



Article 12 Remuneration

12.1 No Board Member or committee member will receive any remuneration for services.

12.2 A Board Member may receive reimbursements for expenses, upon presentation of receipts within the fiscal year, incurred as a result of performing the EFCL's objectives.

Article 13 Termination, Suspension & Expulsion

13.1 Suspension or Expulsion of a Member of the EFCL.

13.1.1 A member of the EFCL may be suspended or expelled for conduct harmful to the EFCL, its Bylaws, purposes, or conduct contrary to the Code of Ethics provided such Member is given the opportunity to have a proper hearing. Such suspension or expulsion must be by Special Resolution brought before a Special General Meeting.

13.1.2 Pending a Special Meeting of the Membership, the Board of Directors may suspend a Member of the EFCL. Such a Special Resolution will be brought before a Special Board Meeting.

13.2 Suspension or Termination of Board Members

13.2.1 A District Representative may be suspended or terminated from the Board of Directors for conduct harmful to the EFCL, its Bylaws, its purposes, conduct contrary to the Code of Conduct, or failure to fulfill their duties, provided such District Representative is given the opportunity to have a proper hearing.

13.2.2 Only the District Members in which that District Representative serves may remove the District Representative through a vote of the said Members. Such a Special Resolution will be brought before a Special District Meeting.

13.2.3 In the event that the Board of Directors deems it necessary to suspend or terminate a District Representative Board Member, the Vice President Internal must convene a Special District Meeting with the District Members for that purpose. Only the District Members in which that District Representative serves may remove the District Representative as per article 13.2.2



13.2.4 A Board Member at Large may be suspended or terminated from the Board of Directors for conduct harmful to the EFCL, its bylaws, its purposes, conduct contrary to the Code of Conduct, or failure to fulfill their duties provided such Board Member at Large is given the opportunity to have a proper hearing. Such a Special Resolution will be brought before a Special General Meeting.

13.2.5 Pending a Special District or General Meeting as the case may be, the Board of Directors may suspend a District Representative or Member at Large of the Board of Directors. Such a resolution will be brought before a Special Board Meeting.

13.3 Suspension or Termination of Officers

13.3.1 By Special Resolution of the Board, an Officer may be suspended or terminated as an Officer for conduct harmful to the EFCL or its purposes, provided such Officer is given the opportunity to have a proper hearing. Such a resolution will be brought before a Special Board Meeting.

13.3.2 If the Members wish the removal of an Officer, a Special Board Meeting for the removal of an Officer must be called upon receipt, by the Board of Directors, of a written request for such meeting signed by 10 per cent of the Member Representatives. The President must notify the Board of Directors and the Membership of the date and location of the Special Board Meeting within 14 days of the receipt of such written request. Any call for a Special Board Meeting must include specific reference to the intention to place such special termination of the Officer before a Special Board Meeting. Only the Board of Directors will be entitled to vote for the removal of the Officer at such Special Board Meeting.

13.4 The decision of the Members, District Members or Board regarding the removal of a Member, District Representative, Board Member at Large, or Officer, as the case may be, is final.

13.5 Associate members can be suspended or expelled by the Board for conduct harmful to the EFCL, its Bylaws, purposes, or conduct contrary to the Code of Ethics provided such Associate Member is given the opportunity to have a proper hearing before the board. Such a resolution will be brought before a Special Board Meeting.

Article 14 Administration



14.1 The use and care of the seal of the EFCL will be the responsibility of the President. It will be kept at the EFCL 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 or convention.

14.2 The Board of Directors will cause such records to be kept by the EFCL as may, from time to time, be determined by the Board of Directors and as may be required by the provisions of the Societies Act.

14.2.1 The Executive Director will be responsible for the recording, distribution, and care of the minutes and other records of the EFCL.

14.3 The records of the EFCL will be open to inspection by any Board Members or any Member Representative during the regular business hours of the EFCL.

14.4 The EFCL has the authority to hire such staff as is required to carry out its objectives.

14.5 At least one member of the EFCL staff must be at all General, and Board, and may be at District meetings, as required, of the EFCL for the purpose of recording the proceedings.

14.6 The Executive Director's function will be to implement procedures that meet the policy directives of the Board.

Article 15 Financial Procedures

15.1 The fiscal year of the EFCL will be January 1 to December 31.

15.2 The accounts of the EFCL will be open to inspection by any Board Member or any Member Representative during the regular business hours of the EFCL.

15.3 A qualified accountant who is not a Member Representative or a member of the Board will audit the financial statements of the EFCL at the end of each fiscal year, and such auditor(s) will be appointed by the Membership at a General Meeting. This appointment may be for one or more years.

15.4 The Board of Directors may open one or more accounts, designate signing authorities in accordance with the provisions of these Bylaws and generally execute all documents connected



with the transaction of the EFCL's business with its Chartered Bank, Trust Company, Treasury Branch or Credit Union.

15.5 For the purpose of carrying out its objectives, the EFCL 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 Membership.

15.6 The annual budget of the EFCL will be submitted by the Board of Directors for approval at the Regular General Meeting in clause 4.2 and will be circulated to the Members with the notice of such Regular General Meeting. No total expenditure exceeding three percent (3%) of the budget, and not authorized in the budget, will be made without approval of the Board.

15.7 The EFCL upon adoption of a Special Resolution, may borrow monies or raise or secure the payment of money or issue debentures, or sell or dispose of any property of the EFCL.

15.8 All Committees of the EFCL will be financially accountable to the Board of Directors.

15.9 Changes to Community League membership fees will be recommended by the Board of Directors to membership for approval at a general meeting.

Article 16 Indemnification

16.1 Each Board Member holds office with protection from the EFCL. The EFCL indemnifies each Board Member against all costs or charges that result from any act done in their role. The EFCL does not protect any Board Member for acts of fraud, dishonesty, or bad faith.

16.2 No Board Member is liable for the acts of any other Board Member or employee. No Board Member is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the EFCL.

16.3 Board Members can rely on the accuracy of any statement or report prepared by the Society's auditor. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

Article 17 Amending the Bylaws



17.1 These Bylaws may be canceled, altered or added to by a Special Resolution at any General Meeting of the EFCL.

17.2 The 21 days' notice of the General Meeting of the EFCL at which it is proposed to amend the Bylaws must include details of the proposed amendment to the Bylaws.

17.3 The amended Bylaws take effect after approval of the Special Resolution at the General Meeting and filing of such amendment with the Corporate Registry of Alberta.

Article 18 Parliamentary Authority

18.1 The rules contained in "Robert's Rules of Order", in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these Bylaws or the requirements of the Societies Act.

Article 19 Dissolution

19.1 Upon dissolution of the EFCL, all real property, fixtures and liquid assets remaining after the payment of any debts, will be liquidated and the proceeds split equally among those organisations incorporated as Community Leagues at the time of dissolution.

19.2 Dissolution may only be affected by Special Resolution.