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[League]

Society

BY-LAWS

Approved at Membership

Accepted by Corporate Registries

Edmonton Federation of Community Leagues

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[Name] Community League Bylaws

1. Name

The name of the society shall be “[Name] Community League” and is referred to hereinafter as “[Name Short Form]” or “the League”.

2. Definitions

Bylaws means these bylaws, as amended from time to time.

Special Resolution means a resolution passed at any general meeting for which 21 days notice has been provided, requiring a (3/4) majority vote of the membership present. A special resolution will be required for any revisions to [League] bylaws or objects, dissolution or issuing debentures or other significant financial matters stated in bylaw or policy.

Decision point!

As you go through the bylaws keep note of any terms used often in the bylaws. Others to include are definitions of membership types and board roles (i.e. office, director, executive) Defined words are then capitalized throughout the bylaws.

3. Boundaries

The [League] will be bounded on the north side by _____ Avenue, on the south by _____ Avenue, on the east by _____ Street, and on the west by _____ Street.

Decision Point!

The boundaries were approved by the City when the League was first established. If you want to alter your bylaws, talk to your NRC first to make sure they won't overlap with another League.



4. Membership

4.1 The Membership of [League] is available to those interested in participating in or furthering the [League]’s purposes.

4.1.1 Voting members include any adult who has paid any applicable membership fee of [League] within the current membership year, who lives within the boundary defined in Article 2, AND who has submitted a completed “Member Registration Form” to the [League] Board of Directors.

Decision Point!

Most common types of membership are: voting (also called regular or full), honorary, and associate or affiliate. There is no need to identify the amount of the membership fees or price brackets (senior, student, family) in the bylaws. They are all just regular members.

4.1.2 Honorary life membership may be granted to individuals who have contributed to the organization in an outstanding way. Individuals may be nominated for honorary membership by Special Resolution at any general meeting. Honorary memberships have all the same rights, privileges, and obligations as other memberships, but do not expire with time.

4.1.3 Associate memberships may be granted to any business, institution or organization located within the defined boundaries of the League, have submitted a completed “Member Registration Form,” and paid the required membership fee to the League Board of Directors. Associate members are non-voting members.

4.1.4 Affiliate members may be granted to any non-resident person who wishes to support the League, has submitted a completed “Member Registration Form,” and paid the required membership fee to the League Board of Directors. Affiliate members are non-voting members.



4.2 Membership may be terminated by the member submitting a request in writing to the Board of Directors that his/her Membership be terminated.

4.3 A member of [League] is entitled to participate in all [League] programs; receive notice of general meetings of the [League]; and voting members are entitled to vote at all general meetings and to attend Board of Directors meetings as observers.

4.4 Membership fees will be determined each year by the board.

4.4.1 The membership year will be from September 1 to August 31 of each year.

Decision Point!

Who sets the membership fee? It can be set by the board or recommended by the board and approved at the AGM. If approved at the AGM, that needs to be added to the AGM section.

The membership year is defined by the EFCL, is the same for all Leagues, and cannot be changed.

4.5 A Member of [League] may be declared a Member Not in Good Standing for conduct harmful to the [League], or its purposes, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at general meetings (Annual and Special) or to attend Board of Directors meetings. Members Not in Good Standing are also not allowed to attend members-only events or programs. Members Not in Good Standing may be returned to good standing upon application to the Board.

4.6 A member of [League] may be expelled from the membership of the organization by special resolution of the Board of Directors for actions which are harmful to the League or its purposes.

4.6.1 Members of [League] who are being considered for expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.



4.6.2 Expulsions from the membership of the organization are effective immediately upon the completion of the vote to expel.

4.6.3 Expelled members have the right to appeal through arbitration under the Alberta Arbitration Act. Costs for arbitration will be split between the parties.

Decision point!

There is also an optional disputes resolution mechanism in section 18 which can be referenced here instead of arbitration. “Expelled members have the right to appeal through the dispute resolution process in Article 18.”

5. General Meetings (Annual or Special)

5.1 The quorum at a general meeting for [League] shall be ten percent (10%) of the registered voting membership of [League] at the time of the general meeting.

Decision Point!

Quorum can be defined by a percentage of membership or a number of members. The quorum number should be more than the number of board members or should specify that some members not be board members.

The quorum at a general meeting for [League] shall be 20 voting members.

The quorum at a general meeting for [League] shall be 10 members who are not members of the board.

5.2 All voting members of [League] are entitled to vote on all matters at general meetings, provided they are present at the meeting.



5.3 Votes, except for contested elections, will be taken by a show of hands, and voting by proxy will not be permitted. Contested elections will be decided by secret ballot.

5.4 The Board may determine that a general meeting will be held entirely or in part by means of a virtual meeting.

5.5.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

5.5.2 Directors participating are considered present for the meeting

5.5.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

6. Annual General Meeting

Decision Point!

The minimum requirement is an annual general meeting. Some societies hold up to 3 general meetings in a year.

6.1 The annual general meeting of [League] shall be held within four (4) months of the financial year end, on a date determined by the Board of Directors.

Decision Point!

The acceptable range is generally 3 - 6 months after the fiscal year end. Any longer and the financials being reported on are out of date.



6.2 Notice of the annual general meeting shall be given twenty-one (21) days in advance, through both a meeting notification email (sent to the registered membership of the organization at the time that the email is sent) and through a notice posted on the website of the organization. Notice will include the date, time and place of the meeting, the agenda, and any business requiring a Special Resolution.

Decision Point!

The most common notice period is 21 days and the earliest is 14 days. This clause does not need to include all the ways used to advertise the meeting but it is the minimum expectation.

6.3 The accidental omission of notice to any member, or the non-receipt of proper notice by a member does not invalidate any action taken at any meeting to which the notice pertained provided the omission or error did not impact the purpose of the meeting.

6.4 The agenda for the annual general meeting shall be prepared by the Board of Directors and shall be distributed to the membership with the meeting notification email. The agenda shall include, at a minimum,

an annual report and a presentation of the planned Board activities for the upcoming year,

a presentation of the financials of the organization (as detailed in clause X.X),

Appointment of the auditors for the next financial year (as detailed in clause X.X)

the election of Board members to fill vacant Board positions (as detailed in clause X.X)



7. Special General Meetings

7.1 A special general meeting may be called in one of the following 3 ways:

At the discretion of the Board President, OR

with a letter signed by a minimum of 3 Board members,

OR with a letter signed by a minimum of 15 members or 20% of the Organization, whichever is greater.

Decision Point!

What is the threshold for calling a special general meeting?

7.2 Notice for a special general meeting must be given in the same manner as the notice for the annual general meeting. The notice shall include a statement of the purpose of the special general meeting and an agenda.

8. Duties and Election of the Board of Directors

8.1 The Board will have full control and management of the affairs of the [League]. This management is subject to the bylaws and policies of the [League] as well as any resolutions passed at a general meeting of the [League].

8.2 [League] shall be governed by a Board of Directors consisting of not less than seven (7) and not more than twelve (12) directors.

Decision Point!

Number of directors? Do you want to include a minimum?



8.3 The Board will include a president, vice president, treasurer and secretary and other directors, including but not limited to: programs, membership, communications, facilities, etc. as determined by the Board.

8.4 The President will:

- preside over all meetings of the [League] or appoint another person to preside;
- be an ex-officio member of all committees,
- be charged with the general supervision of all the activities of the [League];
- be a signing authority
- act as the official spokesperson of the [League] or appoint a designate;
- be a member of the Executive Committee
- manage reporting to the rest of the organization
- manage staff according to Board directives.

8.5 The Vice President will:

- preside at any meetings the President is absent from;
- assume any duties from the President as required;
- act as a signing authority;
- be responsible for the annual review of the Bylaws, Policies and Procedures
- be a member of the Executive Committee.

8.6 The Secretary will:

- attend all meetings of the [League], the Board, and the Executive Committee and keep accurate minutes of the same;
- With the president, will create meeting agendas and ensure reports are submitted
- be responsible for the minute and meeting notice distribution;
- be responsible for keeping and maintaining of the minutes and other records;
- have charge of all correspondence of the [League] under the direction of the President and the Board;
- act as a signing authority;
- be a member of the Executive Committee.



8.7 The Treasurer will:

Decision Point!

Does the League have a bookkeeper? If so, the Treasurer's duties should clarify that the Treasurer ensures rather than does. Supervision of the bookkeeper should also be added to the Treasurer's duties.

- ensure that the books of account of [League] and financial records are properly kept
- be responsible, on behalf or in the name of, the [League], for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the [League]'s bank accounts;
- report the financial standing at every Board meeting
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the [League];
- recommend, in conjunction with the President, an Annual Budget to the Board of Directors
- act as a signing authority for the [League]; and
- be a member of the Executive Committee.

Decision Point!

Do you want your board to include a past president? The Past President will:

- assume Ad Hoc duties at the discretion of the Board;
- act as the Nominating Committee Chair; and
- is a member of the Executive Committee [Optional].



8.4 The Board of Directors shall be elected at the annual general meeting of the [League] by the voting members. In order to be elected to the Board of Directors, a candidate must be a voting member of the [League] and must receive the support of a simple majority of those present at the annual general meeting.

8.5 A person elected becomes a director if they were present at the meeting when being elected, and did not refuse the nomination. They may also become a director if they were not present at the meeting but consented in writing to act as director before the election.

8.6 A director elected at the annual general meeting shall assume office on the 1st day of the month following the election.

Decision Point!

This language allows for some time for orientation and handover; however, taking office immediately following that Annual General Meeting is also an option.

8.7 At the first Board meeting after the annual general meeting, the Board shall elect from its members, a president, vice president, secretary, and treasurer and other directors as required. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions shall be held until the first Annual General Meeting following appointment of the positions.

Decision Point!

Who elects the officers and assigns specific directorships? There is a range of possibilities. In the example above all are elected by the board. Other possibilities are: the members elect the president and a number of directors, or the members elect the officers (president, vice president, secretary and treasurer) and a number of directors or the members elect each position separately.



8.8 The Board may appoint additional directors, provided that the number of directors does not exceed twelve (12). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing directors on the Board. Any director who is appointed by the Board must have their appointment ratified at the next general meeting of [League]. A person so appointed assumes office immediately upon appointment

8.9 The term of office of a director shall be a maximum of two (2) years from the date that they assume office. A member who has served three (3) consecutive terms as a director must remain off the Board of Directors for a period of one (1) year before seeking re-election to the Board.

Decision Point!

Do you want 1, 2, or 3 year terms? Do you want to have term limits? Does the limit apply to the position or to the board?

The President, Treasurer, Secretary and Vice President will not hold office for more than # consecutive terms. In the case that no other member will accept a nomination and that efforts have been made to secure a suitable candidate, a resolution can be made to nominate an officer for an additional term.

8.10 A director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.

8.11 Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.

8.12 A director may be removed from the Board by a motion with two-thirds ($\frac{2}{3}$) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.



8.13 In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Such an appointment is to be ratified at the next general meeting. The person appointed will hold office for the remainder of the position term.

8.14 No director will receive payment for their services. A director may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the [League].

9. Board Meetings

9.1 The Board of Directors shall meet once per calendar month at least ten (10) times per year. Notice of a meeting shall be given to directors a minimum of seven (7) days before the meeting, unless all directors agree to abridge the notice period.

Decision Point!

How many meetings? 10 is very common and 8 is a minimum

9.2 Quorum for a meeting of the Board of Directors shall be two-thirds ($\frac{2}{3}$) the number of board members.

Decision Point!

What should the quorum for board meetings be? Another example is “A quorum for a Board of Directors Meeting will be a majority of the Board Members, two of which must be Officers.”

9.3 The Board of Directors may determine the rules of order which shall govern its meetings.



9.4 Voting at Board meetings shall be by show of hands unless 2 board members request a secret ballot. Secret ballot will be used for all contested elections of officers and director positions.

9.5 Directors must abstain from casting a vote on a motion if they declare a conflict of interest that prevents them from voting. In cases where directors abstain from casting a vote on a motion, their abstinence should be noted by the Secretary. Abstaining directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

9.6 The President will, upon receipt of a written request signed by a majority of the Board of Directors, call a Special Meeting of the Board of Directors within 14 days of receipt of the request. At least 7 days' notice will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.

9.7 The Board may determine that a Board Meeting will be held entirely or in part by means of a virtual meeting.

9.7.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

9.7.2 Directors participating are considered present for the meeting

9.7.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

9.10 When deemed necessary the President may instigate an electronic (email) vote. The President initiates the email outlining the issue and requesting a vote. The first to reply in the positive is considered the mover of the motion and the second to reply in the positive is the seconder. The President tallies votes and declares the results via email. These electronic votes will then be noted in the minutes of the next Board Meeting.



10. Committees

10.1 The [League] may, at its discretion, create ad hoc committees deemed necessary to conduct the [League]'s business. Such committees will be answerable to and report to the Board according to a terms of reference or other manner determined by the board and will have a projected date of termination at the time they are created.

10.2 The [League] may, at its discretion, create standing committees as may be deemed necessary to conduct the [League]'s business. Such committees will be answerable to and report to the Board according to a terms of reference or other manner determined by the board and will continue to exist for an indefinite period of time.

10.3 The Executive Committee of [League] will consist of the President, the Vice-President, The Secretary, and the Treasurer.

10.3.1 The Executive Committee shall meet once per calendar month at least ten (10) times per year. Notice of the meeting shall be given at least seven (7) clear days before the meeting, unless all members of the Executive Committee agree to abridge the notice period.

10.3.2 The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

10.3.3 The Executive Committee may act only in situations which cannot wait until the next Board meeting and such decisions must be ratified at the next Board of Directors meeting;

Decision Point!

How many meetings? Often it matches the number of Board meetings or is "as required"



10.4 There shall be the following standing committees of [League]:

The Nominating Committee,

The Financial Committee, and

The Policy Committee.

10.5 The Nominating Committee shall annually complete an assessment of the existing directors. They shall recommend new candidates for Board membership at the annual general meeting, based on the qualifications of outgoing directors and their perception of required qualifications for new directors.

10.6 The Financial Committee shall be chaired by the Treasurer and shall oversee the accounts of [League].

Decision Point!

The Financial Committee can also include fundraising.

10.7 The Policy Committee shall recommend policies to the Board and periodically review all policies of the Board.

Decision Point!

What committees does the League need? Generally the Executive and Nominating Committees are required as standing committees and the others are recommended as standing or ad hoc committees.

11. Auditing

11.1 Each year, the Board shall recommend to the membership auditors to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) members who do not have signing authority on any of [League]'s bank



accounts, and have not had signing authority within the previous two (2) calendar years. Auditors are appointed by the members at the Annual General Meeting.

11.2 The auditor(s) will submit a complete and proper statement of the standing of the books for the previous year before the annual general meeting.

Decision Point!

When is an audit by a duly qualified accountant required to complete an audit? This language allows the Board to decide but best practice is to require an accountant every three to five years.

11.3 A financial summary shall be presented each year by the Treasurer or a delegate at the annual general meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.

12. Inspection of Books and Records

12.1 The books and records may be inspected by any member at the annual general meeting, or at any time upon giving 14 days notice and arranging a time satisfactory to the directors in charge of the records. Board members will at all times have reasonable access to such books and records.

13. Financial Processes

13.1 The Board or Directors may open one or more accounts, designate signing directors, and generally execute all documents connected with the transaction of the [League]'s business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

13.2 For the purpose of carrying out its objectives, the [League] may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board of Directors.

13.3 All bills, notes, cheques, debentures and other papers and documents which



pertain to the finances of the [League] will be signed by the Treasurer or designate, along with a second director which has been granted signing authority by resolution of the Board of Directors.

13.4 Any contract or other legal document relating to the business of [League] may be signed by any person appointed by the Board of Directors to sign on its behalf.

13.5 The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the [League]'s business.

13.6 The Annual Budget will be approved by the Board and presented to the membership at the Annual General Meeting.



Decision Point!

The Annual Budget will be submitted by the Treasurer on behalf of the Board of Directors for member approval at the Annual General Meeting and will be circulated to the members with the Notice of the General Meeting.

11.7 The [League] may, by a Special Resolution, borrow, raise or secure the payment of money.

11.8 Before requesting authorization to incur organizational debt, the Board shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.

11.9 Debt incurred by the organization is restricted in use to the plan outlined in clause 11.8 Amendments to the use of debt must receive support of the Membership at a General Meeting.

12. Seal of the Society

12.1 The use, care, and safekeeping of the seal of the [League] will be the responsibility of the Secretary unless otherwise determined by the board, and it will be used only when authorized by a resolution of the Board of Directors, and it will be affixed to documents and instruments when required by law or convention.

13. Amendments to the Bylaws

13.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a special general, or annual general meeting with 21 days' notice in writing.

13.2 Any proposed changes must be reviewed by the Board of Directors before being presented at a general, special general, or annual general meeting.



14. Dissolution

14.1 [League] may be dissolved by a Special Resolution, passed at a special general meeting of [League], called for the express purpose of considering dissolution.

14.2 Upon dissolution, pending any contractual obligations, the property of [League] shall be distributed to the EFCL who will hold the assets in trust for any Community League which may emerge in the boundaries of League.

15. Parliamentary Authority

15.1 The rules contained in “Robert’s Rules of Order,” in its most current edition, will govern the proceedings at all general 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.

Decision Point!

It is a good idea to identify what rules of order will be used but this can be done in bylaws or in policy.

16. Indemnification

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

16.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or last wrongful act of any person, firm or corporation dealing with the [League].



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

Decision Point!

This is an optional clause since it is covered in the Societies Act and the League's Directors and Officers insurance but it does provide comfort to board members.

17. Interpretation

17.1 In the case of a dispute arising over the interpretation of these bylaws, the Board of Directors has the authority to decide which interpretation will be used.

18. Dispute Resolution Bylaws

18.1 This section applies to any dispute arising out of the **affairs of the society** or the application of its bylaws:

18.2 The Dispute may be between:

- a. members, or
- b. the Society and its Directors or its Officers, or
- c. the Society or its Directors or its Officers and either
 - i. a member, or
 - ii. a former member who was a member within the previous # months.





18.3 Any dispute subject to Subsection 1 and 2 will be resolved by:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- b. Written appeal to the board (and/or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c. Mediation pursuant to the National Mediation Rules of ADRIIC, or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
- d. Arbitration pursuant to the National Arbitration Rules of ADRIIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.

18.4 The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

18.5 Members are obligated to comply with the Society's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the society's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

18.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

18.7 Any costs for mediation and arbitration will be shared equally by the parties.