Belgravia Community League Edmonton

BYLAWS

ARTICLE 1 - NAME

The name of the society is the Belgravia Community League Edmonton, herein referred to as "the Society" or "BCL"

ARTICLE 2 - BOUNDARIES

The Community League and its activity shall encompass that portion of the City of Edmonton with boundaries described as described in policy.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

3.1. Definitions

In these Bylaws, the following words have these meanings.

3.1.1. ***Act*** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

3.1.2. ***Annual General Meeting*** means the annual general meeting described in Article 6.1.

3.1.3. ***Board*** means the Board of Directors of this Society.

3.1.4. **The Officers of the Society**, means the President, Vice President, Secretary and Treasurer

3.1.5. The **Executive Committee** means the President, Vice President, Secretary, Treasurer and Past President

3.1.6. ***Bylaws*** means the Bylaws of this Society as amended.

3.1.7. ***Director*** means any person elected or appointed to the Board. This includes the President and the immediate Past President.

3.1.8. ***General Meeting*** means the Annual General Meeting and a Special General Meeting.

3.1.9. ***Member*** means a Member of the Society.

3.1.10. ***Registered Office*** means the registered office for the Society.

3.1.11. ***Register of Members*** means the register maintained by the Board of Directors containing the names of the Members of the Society.

3.1.12. ***Society*** means the Belgravia Community League Edmonton.

3.1.13. ***Special Meeting*** means the special general meeting described in Article 5.2.

3.1.14. ***Special Resolution*** means:

3.1.14.1. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

3.1.14.2. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

3.1.14.3. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

3.1.15. ***Voting Member*** means a Member entitled to vote at the meetings of the Society.

ARTICLE 4 - MEMBERSHIP

4.1. Classification of Members

Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the community league. There are five categories of Members:

4.1.1. **Family Members** reside in one household and act as a family unit.

4.1.2. **Senior Members** 60 years of age or over.

4.1.3. **Single Membe**r any adult over the age of the majority.

4.1.4. **Adult Member** any couple residing in one household with no children.

4.1.5. **Honourary Life Member** may be conferred upon anyone who has provided service to the League for more than 25 years or has made significant, positive contributions to the League. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors.

4.1.6. **Associate Member** is a non-voting member (any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league and who has first purchased a membership in his or her home league).

4.2. Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3. Membership Fees

4.3.1. The membership year is September 1 to August 31.

4.3.2. The Board decides annual membership fees for each category of Members

4.4. Rights and Privileges of Members

4.4.1. **Any Member** in good standing is entitled to:

- receive notice of general meetings of the Society;
- vote an any general meeting of the Society
- nominate members for election to the Board of Directors
- exercise other rights and privileges given to Members in these bylaws.
- participate in activities of the Society, except where a user fee applies.

4.4.2. **Voting Members:**

Only Members in good standing (as defined in Article 5.4.3.) can vote at meetings of the Society based on the following:

4.4.2.1. Family Members are eligible for up to 2 votes per household.

4.4.2.2. Senior Members are eligible for up to 2 votes per household.

4.4.2.3. Single Members are eligible for one vote per household.

4.4.2.4. Adult Members are eligible for 2 votes per household

4.4.2.5. Honourary Life Members are eligible for one vote per member.

4.4.3. Member In Good Standing:

4.4.3.1. Has paid membership fees or other required fees to the Society; and
4.4.3.2. Is not suspended as a Member as provided for under Article 5.5.

4.5. Suspension of Membership

4.5.1. Decision to Suspend

The Executive Committee may suspend any member from membership for one or more of the following reasons:

4.5.1.1. If the Member has failed to abide by the Bylaws;
4.5.1.2. If the Member has failed to abide by BCL's code of conduct;
4.5.1.3. If the Member has disrupted meetings or functions of the Society; or
4.5.1.4. If the Member has done or failed to do something judged to be harmful to the Society.

4.5.2. Notice to the Member

4.5.2.1. The affected Member will receive written notice of the Executive Committee's intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days notice before the Special Meeting.
4.5.2.2. The notice will be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
4.5.2.3. The notice will state the reasons why suspension is being considered and the length of time for the suspension.

4.5.3. Decision of the Board

4.5.3.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
4.5.3.2. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
4.5.3.3. The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Executive Committee.
4.5.3.4. The decision of the Board is final.

4.6. Termination of Membership

4.6.1. Resignation

4.6.1.1. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
4.6.1.2. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2. Death

The membership of a Member is ended upon his or her death.

4.6.3. Deemed Withdrawal

4.6.3.1. If a Member has not paid the annual membership fees or has moved outside of the defined community league boundary, the Member is considered to have

submitted his resignation.

4.6.3.2. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.4. Expulsion

4.6.4.1. The Executive Committee will be given the power to expel any member from membership from office for any conduct deemed injurious to the league or its purposes. The decision of the Executive Committee is final.

4.6.4.2. All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the bylaw violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.

4.6.4.3. Pending a full and proper hearing, such Member will be placed on suspension.

4.6.4.4. The Member will be given 14 days written notice (registered mail or hand delivery) for the hearing. The Executive Committee will hear the Member's or Director's case.

4.6.4.5. Quorum for such a hearing will be a majority of the Executive Committee.

4.6.4.6. The Executive Committee will debate the matter "in private" and render a written decision within 72 hours.

4.6.4.7. At the conclusion of the hearing the majority vote of the Executive Committee will prevail.

4.6.4.8. If the individual fails to attend the hearing without reason, the termination will be effective immediately.

4.6.4.9. On passage of the Executive Committee decision, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7. Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8. Limitation on the Liability of Members

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

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1. The Annual General Meeting

5.1.1. **The Society** holds its Annual General Meeting between ninety (90) days and six (6) months after the financial year-end for the presentation of the financial report, appointment of financial reviewers or auditors and election of officers. The Board sets the place, day and time of the meeting.

5.1.2. **The Secretary** provides notice to each Member [household] at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3. Agenda for the Meeting

The Annual General Meeting deals with the following matters:

(a) Adopting the agenda;

(b) Adopting the minutes of the last annual general meeting;
(c) Considering the president's report;
(d) Reviewing the financial statements setting out the society's income, disbursements, assets and liabilities and the auditor's report;
(e) Appointing the auditors;
(f) Elections;
(g) Considering matters specified in the meeting notice.

5.1.4. Quorum

A quorum for all Annual General or Special General Meetings will be 25 members.

5.1.5. Parliamentary Authority

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*.

5.2. Special General Meeting of the Society

5.2.1. Calling of Special General Meeting

A Special General Meeting may be called at any time:
(a) By a resolution of the Board of Directors to that effect; or
(b) On the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
(c) On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2. Notice

The Secretary provides notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3. Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4. Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.1.4.).

5.3. Proceedings at the Annual or a Special General Meeting

5.3.1. Attendance by the Public:

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2. Failure to Reach Quorum:

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3. Presiding Officer

5.3.3.1. The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4. Adjournment

5.3.4.1. The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3. The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5. Voting

5.3.5.1. Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used for elections that are contested and if at least five (5) voting Members request it.

5.3.5.2. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3. A Voting Member may not vote by proxy.

5.3.5.4. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6. Members may withdraw their request for a ballot.

5.3.5.7. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6. Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

(a) Accidental omission to give any notice to any Member;
(b) Any Member not receiving any notice; or
(c) Any error in any notice that does not affect the meaning.

5.3.7. **Written Resolution of All the Voting Members:**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 - THE GOVERNANCE OF THE SOCIETY

6.1. The Board of Directors

6.1.1. Governance and Management of the Society:

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2. Powers and Duties of the Board:

The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:

(a) Promoting the objects of the Society;
(b) Promoting membership in the Society;
(c) Hiring employees, for the efficient functioning of the league's business;
(d) Regulating employees' duties and setting their salaries;
(e) Maintaining and protecting the Society's assets and property;
(f) Approving an annual budget for the Society;
(g) Paying all expenses for operating and managing the Society;
(h) Paying persons for services and protecting persons from debts of the Society;
(i) Investing any extra monies;
(j) Financing the operations of the Society, and borrowing or raising monies;
(k) Making policies for managing and operating the Society;
(l) Approving all contracts for the Society;
(m) Maintaining all accounts and financial records of the Society;
(n) Appointing legal counsel as necessary;
(o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
(p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
(q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3. Composition of the Board: The Board consists of maximum 15 directors including:

- The President;
- The immediate Past President;
- Vice-President;
- Secretary;
- Treasurer;
- Directors at Large to whom may be assigned specific responsibilities as essential to the direction and governance of the Society's interests and affairs

6.1.4. Election of the Directors and the President

6.1.4.1. All terms will be for two years:
6.1.4.2. Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
6.1.4.3. After a two-year period voting members may re-elect a former Director to the Board who previously served three (3) consecutive terms.
6.1.4.4. A person appointed or elected becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment or 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 appointment or election.

6.1.5. Resignation or Removal of a Director

6.1.5.1. A Director including the President and immediate Past-President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
6.1.5.2. Voting Members may remove any Director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
6.1.5.3. The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from any three (3) consecutive meetings without regrets.

6.1.5.4. The directorship of a Director is ended upon his or her death
6.1.5.5. If there is a vacancy on the Board, the remaining Directors may appoint a 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 AGM.

6.2. Suspension of Directors

6.2.1 Decision to Suspend

The Executive Committee may suspend a Director from the Board for one or more of the following reasons:

6.2.1.1. If the Director has failed to abide by the Bylaws;
6.2.1.2. If the Director has failed to abide by BCL's code of conduct;
6.2.1.3. If the Director has disrupted meetings or functions of the Society; or
6.2.1.4. If the Director has done or failed to do something judged to be harmful to the Society.

6.2.2. Notice to the Director

6.2.2.1. The affected Director will receive written notice of the Executive Committee's intention to deal with whether that Director should be suspended or not. The Director will receive at least fourteen (14) days notice before the Special Meeting.
6.2.2.2. The notice will be sent by registered mail to the last known address of the Director shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
6.2.2.3. The notice will state the reasons why suspension is being considered and the length of time for the suspension.

6.2.3.Decision of the Board

6.2.3.1. The Director will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Director.
6.2.3.2. The Board will determine how the matter will be dealt with, and may limit the time given the Director to address the Board.
6.2.3.3. The Board may exclude the Director from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Executive Committee.
6.2.3.4. The decision of the Board is final.

6.2.4. Meetings of the Board

6.2.4.1. The Board holds at least nine (9) meetings each year.
6.2.4.2. The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.
6.2.4.3. Ten (10) days' notice for Board meetings to each Board Member is required. Board Members may waive notice.
6.2.4.4. A majority of the Directors present at any Board meeting is a quorum.
6.2.4.5. If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
6.2.4.6. Each Director, including the President and the Past President, has one (1) vote.
6.2.4.7. The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
6.2.4.8. Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other

Members, or other persons present, to leave.

6.2.4.9. All Directors may agree to and support a resolution by their signature or electronic consent. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.2.4.10. A meeting of the Board may be held by a teleconference, video-conference or other real-time conferencing technology at the request of a director and at the discretion of the Chair, if it is feasible to make reliable real-time conferencing technology available. Directors who participate will be considered present for the meeting.

6.2.4.11. Directors may hold in-camera meetings or session of meetings to protect privacy and confidentiality to discuss matters of a sensitive nature, including, but not limited to, internal board governance, performance and conduct of directors and officers, and issues requiring discrete direction and advice.

6.2.4.12. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2.4.13. A Director may waive formal notice of a meeting.

6.3. Officers

6.3.1. The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

6.3.2. The Officers hold office until re-elected or until a successor is elected.

6.4. Duties of the Executive directors

6.4.1. The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society or appoints a designate;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board such as signing authority.

6.4.2. The Vice-President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is responsible for the annual review of the Bylaws, Policies and Procedures;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.4.3. The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of minute book and other records;
- Has charge of the Board's correspondence under the direction of the President and the Board;
- Makes sure all notices of various meetings are sent;
- Ensures record of members and contact information is kept
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.4.4. The Treasurer:

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting;
- Makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee;
- Makes sure annual fees are collected and deposited and
- Carries out other duties assigned by the Board.

6.4.5. The Past President:

- chairs the Nominating Committee; and
- carries out other duties assigned by the Board.

6.5. Board Committees

6.5.1. Establishing Committees:

The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or Terms of Reference as may be passed by the Board of Directors or at a General Meeting.

6.5.2. General Procedures for Committees

6.5.2.1. A Board Member chairs each committee created by the Board.

6.5.2.2. The Chairperson calls committee meetings. Each committee:

- Provides reports on its meetings;
- Distributes these minutes or reports to the committee members and to the chairpersons of other committees;
- Provides reports to each board meeting at the board's request.

6.5.2.3. Two (2) days' notice is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.5.2.4. A majority of the committee members present at a meeting is a quorum.

6.5.2.5. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.5.3. The Executive Committee:

(a) Consists of the President, Vice-President, Secretary, Treasurer and Past President.

(b) Is responsible for:

- Carrying out emergency and unusual business between Board meetings;
- Reporting to the Board on actions taken between Board meetings;
- Carrying out other duties as assigned by the Board.

(c) All meetings of the Executive Committee are called by the President or on the request of any two (2) other Officers. They must request in writing that the President call a meeting and state the business of the meeting.

(d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

(e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

(f) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

(g) An Officer may waive formal notice of a meeting.

(h) All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1. The Registered Office

The Registered Office of the Society is located in Edmonton, Alberta.

7.2. Finance and Auditing

7.2.1. The fiscal year of the Society ends on March 31 of each year.

7.2.2. The books, accounts, and records of the Society will be audited once per year by a duly qualified accountant or by two members of the League not currently serving on the board, elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Auditor / Members of the league at each Annual General Meeting.

7.3. Seal of the Society

7.3.1. The Board may adopt a seal as the Seal of the Society.

7.3.2. The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3. The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4. Cheques and Contracts of the Society

7.4.1. The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.4.2. No two members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.

7.4.3. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5. The Keeping and Inspection of the Books and Records of the Society

7.5.1. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2. The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

7.5.4. A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

7.5.5. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6. All financial records of the Society are open for such inspection by the Members.

7.5.7. Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

7.6. Borrowing Powers

7.6.1. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7. Payments

7.7.1. No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

7.7.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8. Protection and Indemnity of Directors and Officers

7.8.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer 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 or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

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

ARTICLE 8 - AMENDMENTS TO BYLAWS

8.1. These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting with 21 days' notice in writing or otherwise as set out in Article 5.

8.2. Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting.

ARTICLE 9 - DISTRIBUTION OF PROPERTY UPON WINDING UP OR DISSOLUTION OF THE SOCIETY

9.1. Edmonton Federation of Community Leagues

Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts, will become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues will hold the cash assets in trust until they are able to reactivate or merge the Society. The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

9.2. Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the Grant Sponsor shall be returned to the Grant Sponsor or otherwise dealt with in accordance with the agreements between the Society and the Grant Sponsor.

9.3. Casino Funds

Dissolution All property in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which funds can be used pursuant to the terms of the casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the casino license.

ARTICLE 10 - MEMBERSHIP IN THE EDMONTON FEDERATION OF COMMUNITY LEAGUES (EFCL)

The Society will retain membership in the EFCL and abide by the EFCL's Code of Ethics.