

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 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 5.1.

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 described in 5.1 and 5.2.

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.

Members shall be provided with twenty-one (21) days' notice of this meeting. The notice shall state the proposed resolution. A vote of 75% of the voting Members who vote in person shall be required for a Special resolution to be passed;

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.

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 Member - 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 shall 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 shall set 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 at 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 4.4.3) and present are eligible to 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. (1 vote per member in good standing).

4.4.2.2 Senior Members are eligible for up to 2 votes per household. (1 vote per member in good standing).

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. (1 vote per member in good standing).

4.4.2.5 Honorary 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 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board 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 shall receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member shall receive at least fourteen (14) days notice of the Special Meeting.

4.5.2.2 The notice shall 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 hand delivered by an Officer of the Board.

4.5.2.3 The notice shall state the reasons why suspension is being considered and the proposed length of time for the suspension.

4.5.3 Decision of the Board

4.5.3.1 The Member shall 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 shall 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/her 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/her resignation.

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

4.6.4 Expulsion

4.6.4.1 The Board has the power to expel any member from membership for any conduct deemed injurious to the league or its purposes. The decision of the Board is final.

4.6.4.2 All complaints heard before the Board shall be in writing and marked 'Confidential and Without Prejudice'. Such complaints shall 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 shall be placed on suspension.

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

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

4.6.4.6 The Board shall debate the matter "in private" and shall render a written decision within 72 hours.

4.6.4.7 At the conclusion of the hearing the majority vote of the Board shall prevail.

4.6.4.8 If the individual fails to attend the hearing without providing a reason in writing, the termination shall be effective immediately.

4.6.4.9 On passage of the Board decision, the name of the Member shall be removed from the Register of Members. The Member is considered to have ceased being a Member on the date his/her 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, is suspended or is expelled from the Society.

4.8 Limitation on the Liability of Members

No Member is, in his or her 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 shall hold its Annual General Meeting no more than 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 shall set the place, day and time of the meeting.

5.1.2 The Secretary shall provide notice to each Member [household] at least twenty-one (21) days before the Annual General Meeting. This notice shall state 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 shall deal with the following matters:

- (a) Adoption of the agenda;
- (b) Adoption of the minutes of the last annual general meeting;
- (c) Consideration of the President's report;
- (d) Review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the Auditor's report;
- (e) Appointment of the Auditors;
- (f) Election of Directors;
- (g) Consideration of matters specified in the meeting notice.

5.1.4 Quorum

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

5.1.5 Parliamentary Authority

The rules contained in "Robert's Rules of Order," in its most current edition, shall 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 shall 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 shall 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 shall provide notice to each member at least twenty-one (21) days before the Special General Meeting. This notice shall state 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 shall be 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 (4.4.2) and the same quorum (5.1.4) requirements as the Annual General Meeting.

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 shall cancel the General Meeting if a quorum is not present within one-half (1/2) hour after the set time for the commencement of the meeting. If cancelled, the meeting shall be 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 shall proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President shall chair every General Meeting of the Society. The Vice-President shall chair 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 shall choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting prior to completing the agenda, with the consent of the Members at the meeting. The reconvened

General Meeting shall conduct 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 shall give notice when a General Meeting is adjourned for thirty (30) days or more. Notice shall be the same as for any General Meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member has one (1) vote as per Article 4.4.2. The member must be in good standing and present. A show of hands may decide every vote at every General Meeting. A ballot shall used for elections that are contested or if at least five (5) voting Members request that a ballot be used.

5.3.5.2 The President does not have 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 shall decide each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President shall declare 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 shall decide any dispute on any vote. The President decides in good faith, and this decision shall be 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 Society'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 reserve or surplus monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Approving all contracts for the Society;
- (l) Maintaining all accounts and financial records of the Society;
- (m) Appointing legal counsel as necessary;

(n) Making policies, rules and regulations for managing the Society and using its facilities and assets;

(o) Selling, disposing of, or mortgaging any or all of the property of the Society; and

(p) 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 shall consist 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 shall 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 absence from the Board, Voting Members may re-elect a former Director who previously served three (3) consecutive terms to the Board.

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 Directors and Officers

6.1.5.1 A Director or Officer 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 or officer including the President and the immediate Past President, before the end of his/her term. There shall 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 or Officer from office, without a hearing, if he/she is absent from any three (3) consecutive meetings without notifying the President and/or Secretary of his/her intention to be absent from the meetings.

6.1.5.4 The directorship of a Director or Officer is ended upon his or her death.

6.1.5.5 If there is a vacancy on the Board, the remaining Directors or Officers may appoint a Member in good standing to fill that vacancy until the next AGM. This does not apply to the position of immediate Past President. This position remains vacant until the end of the serving President's term.

6.2 Suspension of Directors and Officers

6.2.1 Decision to Suspend

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

6.2.1.1 If the Director or Officer has failed to abide by the Bylaws;

6.2.1.2 If the Director or Officer has failed to abide by BCL's Code of Conduct;

6.2.1.3 If the Director or Officer has disrupted meetings or functions of the Society; or

6.2.1.4 If the Director or Officer has done or failed to do something judged to be harmful to the Society.

6.2.2 Notice to the Director or Officer

6.2.2.1 The affected Director or Officer shall receive written notice of the Board's intention to deal with whether that Director or Officer should be suspended or not. The Director or Officer shall receive at least fourteen (14) days written notice before the Special Meeting.

6.2.2.2 The notice shall be sent by registered mail to the last known address of the Director or Officer shown in the records of the Society. The notice may also be hand delivered by an Officer of the Board.

6.2.2.3 The notice shall state the reasons why suspension is being considered and the proposed length of time for the suspension.

6.2.3 Decision of the Board

6.2.3.1 The Director or Officer shall 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 shall determine how the matter will be dealt with, and may limit the time given the Director or Officer to address the Board.

6.2.3.3 The Board may exclude the Director or Officer from its discussion of the matter, including the deciding vote. Quorum for such a hearing shall 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 shall hold at least nine (9) meetings each year.

6.2.4.2 The President shall call the meetings. The President shall also call 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 Quorum is a simple majority of the Directors present at any Board meeting.

6.2.4.5 If there is no quorum, the President shall adjourn 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 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 Member, 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 President, if it is feasible to make reliable real-time conferencing technology available. Directors who participate shall be considered present for the meeting.

6.2.4.11 Directors may hold in-camera meetings or sessions 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 shall hold office until re-elected or until a successor is elected.

6.4 Duties and Powers of the Officers

The Officers are elected at the AGM of the Society for the following year. If there is an Officer vacancy, the Board may appoint or elect from among the Directors, any Officer, except the President, until the next AGM. Officers are authorized by the Board to sign on behalf of the Society.

6.4.1 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society, the Board and
- Carries out other duties assigned by the Board..

6.4.2 The Vice President:

- Assists and advises the Chair as required
- Learns the position of Chair
- Orients the incoming Vice Chair to ensure the smooth succession of leadership
- In the absence of the Chair, performs the duties of the Chair

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 a record of members and contact information is kept;
- Files annual return, changes in the Directors of the Society, Bylaws and matters of legal compliance as required.
- 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, trust company or credit union 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.

6.5 Board Committees

6.5.1 Establishing Committees:

The Board may establish committees to advise the Board. These committees shall carry out the functions and otherwise act in accordance with such resolutions and/or Terms of Reference as may be passed by the Board of Directors.

6.5.2 General Procedures for Committees

6.5.2.1 A Board Member shall chair each committee created by the Board.

6.5.2.2 The Chairperson shall call Committee meetings. Each Committee shall:

- Provide reports on its meetings;
- Distribute these minutes or reports to the Committee members and to the chairpersons of other committees;
- Provide reports to Board meetings at the Board's request.

6.5.2.3 Two (2) days' notice of a Committee meeting is required. The notice shall state 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 shall be called by the President or on the request of any two (2) other Executive Committee members. Such request shall be in writing and shall require the President to call a meeting and shall 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 and the Past President 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 shall be 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 shall be audited once per year by a duly qualified accountant or by two members of the Society 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 shall be presented by the Auditor / Members of the Society at an 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 shall have control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society shall only be used by Officers authorized by the Board. The Board shall pass a motion naming the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 Officers of the Board shall have authority to sign cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.4.2 Two members of the same household shall not have signing authority. No signing authority shall sign a cheque where he/she is the payee.

7.4.3 All contracts of the Society shall be signed by the Officers 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 shall keep a copy of the Minute Books and record minutes of all meetings of the Members and of the Board.

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

7.5.3 The Board shall keep and file all necessary books and records of the Society as required by the Bylaws, the Societies Act, and/or any other statute or laws.

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

7.5.5 Unless otherwise permitted by the Board, such inspection shall 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 may decide 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 shall receive any payment for his/her 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 and 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/her role for the Society through the purchase of Directors' Liability Insurance at a level appropriate to current risk. 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/her role for the Society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers may rely on the accuracy of any statement or report prepared by the Society's auditor. Directors and 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 shall 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 Society, all real property, fixtures, and liquid assets remaining after the payment of any debts, shall 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 the Society or merge the Society with another Community League. The real property shall 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

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 shall retain membership in the EFCL and abide by the EFCL's Code of Ethics.