

# Riverdale Community League

## BYLAWS

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### **Article 1: Name**

The legal name of the organization will be “Riverdale Community League”, hereinafter referred to as “the League”.

### **Article 2: Boundaries**

The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows or otherwise as may from time to time be determined jointly by the League the Edmonton Federation of Community Leagues and the City of Edmonton to reflect changes to named features: from the intersection point of 84 street NW and Jasper Avenue NW, southwesterly along Jasper Avenue to 92 street NW, south along 92 street NW to Rowland Road NW southwesterly along Rowland Road to 95 street NW south on 95 street to 101 avenue NW, along 101 Avenue to Grierson Hill NW, along Grierson Hill NW to the property line between 9621 Grierson Hill NW and 9721 Grierson Hill NW, south along that property line to the North Saskatchewan River, along the North Saskatchewan River in the direction of water flow to a line at right angle to the river from the intersection of 84 street and Jasper Avenue, NW along that line to Jasper Avenue. All descriptions are assumed to follow the centre line of the indicated roadways and river, with median and directional lanes being considered as one roadway. These boundaries shall not prohibit areas included in these boundaries separating from the community league in the future, provided Edmonton Federation of Community League recommended procedures for doing so are followed. These boundaries are shown in the map appended to these bylaws.

### **Article 3: Purposes**

The purposes of the League, in accordance with its registered Objectives, will be to enhance the quality of life in Riverdale by:

- promoting a healthy, safe, sustainable, diverse and inclusive community;
- providing, promoting and supporting cultural, social, educational, and recreational activities;
- participating in planning, development and transportation issues;
- exercising, and advocating for, a strong community voice in local affairs.

### **Article 4: Membership**

**4.1** Any adult (18 years or older) resident within the stated boundaries will be a member upon payment of a membership fee in the appropriate category, provided he/she agrees with the objectives of the League and agrees to abide by the bylaws of the League. An appropriate category of Membership Card will be issued in respect of each membership. The name of each Member will be registered under the appropriate category in the Register of Members.

**4.2** There will be six categories of Membership, as follows:

**4.2.1 Family:** any group residing in one household as a family with more than one adult;

**4.2.2 Single Family:** any group residing in one household as a family with one adult;

**4.2.3 Senior Family:** any group residing in one household as a family with more than one adult at least one of whom is 65 years or older;

**4.2.4 Single:** any individual 18 to 65 years who is the sole resident of a household **or** who resides in a household with two other adults with a Family or Senior Family Membership **or** who resides in a household with other adults who are not residing as a family;

**4.2.5 Senior Single:** any individual 65 years or older who is the sole resident of a household **or** who resides in a household with two other adults with a Family or Senior Family Membership **or** who resides in a household with other adults who are not residing as a family;

**4.2.6 Associate:** any business, non-profit organization, or owner of a property located within the defined boundaries of the League.

**4.3** Membership fees will be determined each year at the Annual General Meeting.

**4.4** Membership fees may be paid at any time. A membership will be valid from the date of purchase to August 31 of the later year identified in the Membership Card,

## Article 5: Meetings

**5.1 League Meetings** will be held each month, except July and August, at a regular date and time set by the Board. **Notice** of each League Meeting including the date, time, and place of the meeting, will be given at least seven days in advance of the meeting, in at least **one** of the following ways: on the Riverdale website; in *The Riverdalian*; by email to the last known email address of each Member.

**5.2 The Annual General Meeting** will be held within one hundred and fifty days of the fiscal year end for:

- adoption of Minutes of the previous AGM;
- presentation of financial statements setting out the League's income, disbursements, assets and liabilities and the auditors' report for the preceding financial year;
- presentation of annual reports by Board members and committees;
- elections;
- appointment of auditors;
- setting of membership fees;
- designation of the Registered Office address of the League;
- consideration of any other matters specified in the meeting notice.

**Notice** of each Annual General Meeting, including the date, time, and place of the meeting, will be given at least thirty days in advance of the meeting in at least **one** of the following ways: on the Riverdale website; in *The Riverdalian*; by email to the last known email address of each Member.

**5.3 A Special General Meeting** must be called by the President within ten days of:

- a resolution of the Board of Directors to that effect; or
- receipt by the President of the written request of at least five 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
- receipt by the President of the written request of at least ten percent of the members of the League. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

**Notice** of each Special General Meeting, including the date, time, place and purpose of the meeting, will be given at least seven days in advance of the meeting in at least **two** of the following ways: on the Riverdale website; in *The Riverdalian*; by email to the last known email address of each Member.

### 5.4 Quorum

5.4.1 Quorum for all League, Annual General, and Special General Meetings will be ten Members.

5.4.2 *League Meetings* at which a quorum is not present may proceed as information discussions, but

the voting on or tabling of motions will not be allowed. Prior to the next League meeting notice of any motions and issues discussed at the meeting will be given in at least **two** of the following ways: on the Riverdale website; in *The Riverdalian*; by email to the last known email address of each Member. If there is still not quorum at the next League Meeting, then the number of people in attendance will be considered a quorum.

5.4.3 If a quorum is not present within one-half hour after the time set for commencement of an *Annual General or Special General Meeting*, the meeting will be cancelled and rescheduled for one week later at the same time and place. During the period prior to the rescheduled meeting the President and Secretary will make all reasonable efforts to inform Members of the meeting and encourage their attendance. If a quorum is not present within one-half hour after the set time for commencement of the second meeting, the meeting will proceed with the Members in attendance.

**5.5** The League philosophy of informal, participatory procedure will govern the **proceedings at meetings** whenever reasonably practicable and effectual, as long as this is democratic, fair and not inconsistent with these By-laws and the requirements of the Societies Act; otherwise the rules contained in *Robert's Rules of Order*, in its most current edition, will be applied insofar as they are applicable and not inconsistent with these By-laws and the requirements of the Societies Act.

## Article 6: Voting

**6.1** The categories of **Voting Members** will be as follows:

- 6.1.1 Family: 2 Voting Members;
- 6.1.2 Single Family: 1 Voting Member;
- 6.1.3 Senior Family: 2 Voting Members;
- 6.1.4 Single: 1 Voting Member;
- 6.1.5 Senior Single: 1 Voting Member.

**6.2** Associate Members are not Voting Members.

**6.3** All Voting Members in good standing are entitled to vote at League, Annual General, and Special General Meetings.

**6.4** Voting will be in person and not by proxy or otherwise.

**6.5** A show of hands will be adequate for voting, except for Special Resolutions, elections where there are two or more candidates, matters determined by the President or other chairperson to be significant financial issues, matters determined by the President or other chairperson to be controversial, and matters where a secret ballots is requested by at least two Voting Members in attendance.

**6.6** In these Bylaws a **Special Resolution** means

- a resolution at any League, Annual General or Special General Meeting of which at least 21 days notice of the resolution and the intention to propose it has been given, and which is passed by at least 75% of the Voting Members who vote;
- a resolution proposed and passed as a special resolution at any League, Annual General or Special General Meeting of which less than 21 days notice has been given, if all the Voting Members agree;
- a resolution consented to in writing by all ~~the~~ Voting Members.

## **Article 7: Board of Directors**

**7.1** The **Powers and Duties of the Board** include:

- (a) Providing leadership to the League and promoting the objectives of the League;
- (b) Promoting membership in the League;
- (c) Developing, for approval by the League, policies, rules and regulations for managing and operating the League and using its facilities and assets;
- (d) Preparing an annual budget for adoption by the League;
- (e) Hiring and terminating employees, for the efficient functioning of the League's business;
- (f) Regulating employees' duties and setting their salaries within the budget adopted, and according to policies approved by the League;
- (g) Hiring and paying persons for services required by the League within the budget adopted, and according to policies approved, by the League;
- (h) Maintaining, repairing, improving and protecting the League's assets and property within the budget adopted, and according to policies approved by the League;
- (i) Paying all expenses for operating and managing the League within the budget adopted, and according to policies approved by the League;
- (j) Paying expenditures outside of the budget adopted by the League when by resolution of the Board such expenditures are deemed to be of an emergency nature or impractical to postpone until the next League meeting;
- (k) Doing all other things necessary in order to attend to matters deemed by resolution of the Board to be of an emergency nature;
- (l) Entering into contracts on behalf of, and subject to resolutions, policies or other directives of, the League;
- (m) Opening one or more accounts and generally executing all documents required for the transaction of the League's business with one or more of any Chartered Bank, Trust Company, Treasury Branch or Credit Union chosen by the Board;
- (n) Drawing, making, accepting, endorsing, discounting, executing and issuing cheques, promissory notes and bills of exchange, but only for the purpose of carrying out the objectives of the League and subject to these bylaws, and to resolutions, policies, and other directives of the

League;

- (o) Protecting persons from debts and liabilities of the League;
- (p) Investing any extra monies;
- (q) Financing the operations of the League, and borrowing or raising monies when authorized to do so by the League pursuant to these bylaws;
- (r) Maintaining all accounts and financial records of the League;
- (s) Appointing legal counsel as necessary; and
- (t) Selling, disposing of, or mortgaging any or all of the property of the League, when required to do so by these bylaws, by the Tripartite Agreement with the City and the EFCL, or by operation of any law.

**7.2** The **Composition of the Board** will be as follows:

- President;
- Past-President (when applicable);
- Vice-President;
- Secretary;
- Treasurer;
- Membership Director;
- Facilities Director;
- Planning Director;
- Programs & Activities Director;
- Sustainability Director;
- and such additional Directors as are determined by the League.

Up to three individuals may be elected to and responsible for the duties of any of the positions set out above except for President and Treasurer.

One individual may be elected to and responsible for the duties of up to three of the positions set out above except for President and Treasurer.

A Past-President will serve for one term, only, after which, if there is no new Past-President, the duties of the Past-President will be assumed by the Vice-President. If there is more than one Vice-President, one of them will be designated to assume these duties by resolution of the Board.

**7.3** The **Duties of the Board Members** will be as follows:

### **7.3.1 President:**

- supervises the affairs of the League and the Board;
- when present, chairs all meetings of the League and the Board;
- sets and posts agendas for all types of League Meetings on the League website in advance of the meetings;
- sets and provides agendas for Board meetings to members of the Board in advance of the meetings;
- provides a full and detailed report to the next League Meeting whenever the Board approves an expenditure outside of the budget adopted by the League or takes any action after deeming a matter to be of an emergency nature;
- is an ex officio member of all committees, except the

Nominating Committee;

- acts as the spokesperson for the League under the direction of the League and the Board;
- subject to Article 14.7, is a signing authority for the League; and
- carries out other duties assigned by the League or the Board.

#### 7.3.2 **Past-President:**

- recruits and chairs a Nominating Committee prior to each Annual General Meeting;
- reviews and prepares policies and procedures for nominations and elections, for approval by the League;
- encourages Members to agree to be nominated;
- ensures that all appointments, nominations and elections of the League are conducted properly and fairly; and
- carries out other duties assigned by the League or the Board.

#### 7.3.3 **Vice-President:**

- presides at meetings in the President's absence.;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a signing authority for the League; and
- carries out other duties assigned by the League or the Board.

#### 7.3.4 **Secretary:**

- attends all meetings of the League and the Board;
- keeps accurate Minutes of these meetings;
- posts Minutes of League and Board meetings to the League website;
- makes and provides copies of appropriate Minutes to meetings of the League and Board;
- has charge of Minute Book and other records and makes these available at the Annual General Meeting or to any Member who requests to review them at a reasonable time;
- has charge of the League's correspondence under the direction of the President and the Board;
- files changes in the Registered Office and Board members of the League with the Corporate Registry, Alberta Gaming and Liquor Commission, Edmonton Federation of Community Leagues, and City of Edmonton;
- files amendments to the bylaws with the Corporate Registry;
- makes sure all required or appropriate notices of various meetings are sent; and
- carries out other duties assigned by the League or the Board.

#### 7.3.5 **Treasurer:**

- makes sure all monies paid to the League are deposited in one or more credit union, chartered bank, treasury branch or trust company chosen by the Board;

- makes sure all legitimate League accounts, including all annual fees, are paid on time;
- makes sure a detailed account of revenues and expenditures is presented at every Board and League Meeting;
- makes sure an audited statement of the financial position of the League is prepared in accordance with Canadian Generally Accepted Accounting Principles and presented at the Annual General Meeting;
- is a signing authority for the League;
- makes sure that the annual return, and other incorporating documents are filed with the Corporate Registry properly and on time;
- makes sure that applications for the annual League Operating Grant, STEP Grant and CSJ Grant are filed properly and on time;
- maintains all accounts of casino revenues and expenditures as required by the Alberta Gaming and Liquor Commission;
- prepares and submits reports of casino revenues and expenditures as required by the Alberta Gaming and Liquor Commission;
- develops a list of Permitted Expenditures for casino revenues, for submission to the Alberta Gaming and Liquor Commission;
- makes all necessary requests to the Alberta Gaming and Liquor Commission for permission to make expenditures of casino funds;
- makes sure an annual budget is prepared by the Board and presented for adoption by the League;
- keeps the Seal of the League;
- makes the League financial books and accounts available to any Member who requests to review them at a reasonable time; and
- carries out other duties assigned by the League or the Board.

#### 7.3.6 **Membership Director:**

- is responsible for the organization, timing and completion of the annual Membership campaign;
- makes sure that an appropriate category of Membership Card is issued in respect of each membership;
- records the name of each Member under the appropriate category in the Register of Members;
- maintains the Register of Members and other records pertaining to membership;
- makes sure that membership fees are collected and submitted to the Treasurer;
- ensures compliance with the EFCL Code of Ethics with respect to selling memberships;
- carries out other duties assigned by the League or the Board; and
- reports to each Board and League Meeting.

#### 7.3.7 **Facilities Director:**

- is responsible for the supervision of League facility rentals, ensuring League access takes priority;

- is responsible for the development and maintenance
- of the League hall, Riverdale House, rinks, parking lot, and other League facilities;
- prepares an annual budget for the facilities and submits it to the Board;
- reviews and prepares policy and procedures with respect to League facilities for approval by the League;
- carries out other duties assigned by the League or the Board; and
- reports to each Board and League Meeting.

#### 7.3.8 **Planning Director:**

- liaises with residents of Riverdale and with City departments such as Planning and Development; Transportation, and City Council, etc., subject to and in accordance with League policy;
- provides liaison to the Board with any Ad Hoc Committees relating to specific planning, development, transportation or other civic issues;
- reviews and prepares policy and procedures with respect to planning, development, transportation or other civic issues for approval by the League;
- carries out other duties assigned by the League or the Board; and
- reports to each Board and League Meeting.

#### 7.3.9 **Programs & Activities Director:**

- is responsible for all matters pertaining to programs and social activities of the League, including dances, social nights, etc.;
- carries out other duties assigned by the League or the Board; and
- reports to each Board and League Meeting.

#### 7.3.10 **Sustainability Director:**

- is responsible for the promotion of sustainable activities, programs, and practices in the community;
- works closely with City programs such as Capital City Clean up, Front Yards in Bloom, Walkable Edmonton to foster an environmentally aware community and to promote sustainable activities;
- works with Green initiative partners such as Greater Edmonton Alliance, EFCL Green Challenge, Keep Edmonton Original to promote sustainable practices and to educate the community;
- carries out other duties assigned by the League or the Board; and
- reports to each Board and League Meeting

7.3.11 **Other Directors:** The duties of any other Directors will be determined by resolution of the League prior to the election of such Directors.

**7.4 Meetings of the Board of Directors** will be monthly at a time and location predetermined by resolution of the Board, or as required and called by the President.

**7.5 Special Meetings of the Board of Directors** must be called by the President within ten (10) days of receipt of the written request of at least four (4) members of the Board. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted. **Notice** of each Special Meeting of the Board of Directors, including the date, time, place and purpose of the meeting, will be given at least seven (7) days in advance of the meeting by email to the last known email address of each member of the Board.

**7.6 A quorum** at Board meetings shall be four members of the Board or 50 per cent of the Board positions currently filled – whichever is fewer.

**7.7** Board meetings may be held in person, or through telephone or other network technologies.

**7.8** All in-person meetings of the Board of Directors will be open to attendance by all Members, who may participate in such meetings but not vote.

### **Article 8: Ad Hoc Committees**

The League may, by resolution and from time to time, strike such Ad Hoc Committees as may be deemed necessary or desirable in order to carry out the functions and activities of the League, and shall in the same resolution determine the purpose, mandate, constitution, chairperson or method of selecting a chairperson, and the duration of activity of the committee. Every Ad Hoc Committee will report to each Board and League Meeting.

### **Article 9: Standing Committees**

The League may, by resolution and from time to time, strike such Standing Committees as may be deemed necessary or desirable in order to carry out the functions and activities of the League, and shall in the same resolution determine the purpose, mandate, constitution and chairperson or method of selecting a chairperson of the committee., Standing Committees will continue to exist for an indefinite period of time. Every Standing Committee will report to each Board and League Meeting.

## **Article 10: Elections and Terms of Office**

**10.1** To be eligible to be elected as a member of the Board an individual must be a Voting Member in good standing, consent to her or his nomination, and be nominated by a Voting Member in good standing or the Nominating Committee.

**10.2** Elections will be held at Annual General Meetings, and Board members who are elected will take office immediately following the Annual General Meeting.

**10.3** In the event of a vacancy on the Board resulting from lack of an eligible nominee at an Annual General Meeting, an election to fill the vacancy will take place at the first following League Meeting at which there is an eligible nominee. In the interim the elected Board members will appoint a member or members from among them to perform the duties of the vacant position.

**10.4** Each Board member is elected to serve until the next Annual General Meeting.

## **Article 11: Termination and Resignation**

**11.1 Termination of Board Member:** By Special Resolution a Board member may be terminated from the Board of Directors for conduct harmful to the League or its purposes, provided such Board member is given reasonable and fair opportunity to appear and present their case prior to the Special Resolution.

The affected Board member may, by notice in writing delivered to the President, or to the Vice-President if the President is the affected Board member, appeal the outcome of the Special Resolution, whereupon the case will be referred to an Arbitration Board. The Arbitration Board will consist of one representative chosen by the Board of Directors, one representative chosen by the affected Board member, and a Chairperson chosen by the other two representatives. The decision of the Arbitration Board will be final. Pending the decision of the Arbitration Board, the authority and duties of the affected Board member will be suspended.

**11.2 Termination of Member:** By Special Resolution a Member may be expelled from membership in the League for conduct harmful to the League or its purposes, provided such Member is given reasonable and fair opportunity to appear and present their case prior to the Special Resolution. The affected Member may, by notice in writing delivered to the President, or to the Vice President if the President is the affected Member, appeal the outcome of the Special Resolution, whereupon the case will be referred to an Arbitration Board. The

Arbitration Board will consist of one representative chosen by the Board of Directors, one a representative chosen by the affected Member, and a Chairperson chosen by the other two representatives. The decision of the Arbitration Board will be final.

**11.3.** Any **Board member may resign** from the Board by sending or delivering a written notice to the President or Vice President indicating their intention to resign and the intended effective date of the resignation. The resignation takes effect on the date indicated in the notice. A Board member must resign if they cease to be a League member.

**11.4** Any **Member may resign** from the League by sending or delivering a written notice to the President or Membership Director. 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 her or his name is removed from the Register of Members.

## **Article 12: Board Vacancies Resulting from Termination, Resignation or Death**

In the event of a vacancy on the Board as a result of termination, resignation, or death,

- the remaining Board members will appoint a Voting Member in good standing to fill the vacancy for the remainder of the term, subject to ratification at the next League Meeting, or
- an election to fill the vacancy will take place at the next League Meeting,

## **Article 13: Remuneration**

**13.1** No Board or Committee member will receive any remuneration for services rendered to the League in the performance of her or his duties, except that Committees administering programs or activities that charge fees may provide discounts to volunteers who are members.

**13.2** A Board or Committee member or other Member may, upon presentation of receipts, receive reimbursements for reasonable expenses incurred while carrying out duties on behalf of the League in accordance with applicable League resolutions, directives, policies, budget and these bylaws.

## **Article 14: Financial Procedures and Administration**

**14.1** The **Registered Office** of the League is will be determined each year at the Annual General Meeting.

**14.2** The **fiscal year** of the League will be January 1 to December 31.

**14.3 Annual Budget:** prior to the expiration of each fiscal year the Board will prepare a budget proposal for the upcoming fiscal year and present it to a League Meeting, at which, after discussion, the proposed budget will be tabled to the next League Meeting when it will be presented for adoption.

**Notice:** At least seven (7) days prior to the League Meeting at which the proposed budget will be presented for adoption:

- the proposed budget, along with notice of the time, date and place of the Meeting at which it will be presented for adoption, will be posted to the League website, and
- notice of the time, date and place of the Meeting and that the budget will be presented for adoption will be sent by email to the last known email address of each Member.

Notice of the time, date and place of the League Meeting and that the budget will be presented for adoption will also be published in *The Riverdalian*.

**14.4** Subject to Article 7.1(j) and Articles 14.5 and 14.6, no **expenditures outside of the budget** adopted pursuant to Article 14.3 will be made unless approved by a resolution at a League meeting.

**14.5** Subject to Article 7.1(j) and Article 14.6, no **expenditures \$1,000 or more outside of the budget** adopted pursuant to Article 14.3 will be made except according to the following procedure:

- A Board or League member may present a Motion for the expenditure to a League Meeting, at which, after discussion, the Motion will be tabled to the next League Meeting when it will be presented for adoption.
- At least seven (7) days prior to the Meeting at which the Motion will be presented for adoption, the Motion, along with notice of the time, date and place of the Meeting at which it will be presented for adoption, will be posted to the League website, and sent by email to the last known email address of each Member.
- The Motion along with notice of the time, date and place of the Meeting at which it will be presented for adoption will also be published in the *The Riverdalian*.

**14.6** The Board **may authorize the expenditure of monies to pay League expenses outside of the budget** approved pursuant to Article 14.3 when, by resolution of the Board, such expenditures are deemed to be of an emergency nature or impractical

to postpone until the next League meeting. The President will provide a full and detailed report of any such expenditure at the next League Meeting.

**14.7 Signing Authority:** All bills, notes, cheques, debentures and other paper and documents which pertain to the finances of the League will be signed by the **Treasurer**, along with either the **President** or **Vice-President**.

All contracts of the League will be signed by the **President** along with either the **Treasurer** or **Vice-President**.

If there is more than one Vice-President, one of them will be designated as a signing authority by resolution of the Board.

**14.8** The League may, by Special Resolution, borrow or raise or secure the payment of money or issue debentures.

**14.9** The books, accounts, and records held and maintained by the Treasurer will be audited once per year by a duly qualified accountant or by two members of the League not currently serving on the Board and elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books in accordance with Canadian Generally Accepted Accounting Principles will be presented by the auditors at each Annual General Meeting.

**14.10** The books and records of the Treasurer and the Secretary may be inspected by any Member at the Annual General Meeting or at any time, upon giving reasonable notice and arranging a time reasonably satisfactory to the Treasurer or the Secretary.

**14.11** The use, care and safekeeping of the seal of the League will be the responsibility of the Treasurer, and it will be used only when authorized by a resolution of the Board, and it will be affixed to documents and instruments when required by law or convention.

**14.12** The League will maintain membership in the Edmonton Federation Community Leagues.

## **Article 15: Amendments to the By-laws**

These Bylaws may be rescinded, altered, or added to by a Special Resolution.

## **Article 16: Dissolution**

**16.1** 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. Should the Edmonton Federation of Community Leagues refuse the property, such property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

**16.2** The Edmonton Federation of Community Leagues will hold cash assets in trust for a period in the event a new league is formed or a merger with an existing league takes place.