

ELMWOOD PARK COMMUNITY LEAGUE BYLAWS (2018)

ARTICLE 1 - NAME

The name of the Society is the Elmwood Park Community League

ARTICLE 2 -BOUNDARIES

The Community League shall encompass that portion of the City of Edmonton within the following boundaries the Yellowhead Corridor to the north, 82nd Street to the west, Fort Road to the east, and 122nd Avenue to the south.

ARTICLE 3- DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

In these Bylaws:

- 3.1.1 Act means the Societies Act, RS A 2000, Chapter S-14 as amended or any statute substituted for 11
- 3.1.2 Society means the Elmwood Park Community League
- 3.1.3 League means the Elmwood Park Community League
- 3.1.4 Bylaws means the Bylaws of this Society as a m e n d e d
- 3.1.5 Member means a Member of the Society pursuant to section 4.1
- 3.1.6 Voting Member means a Member entitled to vote at the meetings of the Society pursuant to section 4.4.2
- 3.1.7 Board means the Board of Directors of this Society as defined in 6.1.3
- 3.1.8 Director means any person elected or appointed to the Board. This includes the President
- 3.1.9 Officer means any Officer listed in Article 6.2
- 3.1.10 General meeting means the Annual General Meeting or a Special General Meeting at which all Voting Members of the League are eligible to vote
- 3.1.11 Annual General Meeting means the Annual General Meeting as described in Article 5.1
- 3.1.12 Special General Meeting means the Special General Meeting described in Article 5.2
- 3.1.13 Board Meeting means a meeting of the Board of Directors of the Society, which is open to all Members of the League, but at which only members of the Board may vote
- 3.1.14 Special Resolution means:
 - 3.1.14.1 A resolution passed at a General Meeting of the Society, for which twenty-one (21) days' notice has been given to the membership. The notice must state proposed resolution There must be approval by 75% of the voting Members who are present and 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 present must agree,

3.1.15 Motion is synonymous with resolution.

3.1.16 Register of Members means the register maintained by the Board of Directors containing the name, address and class of membership of each Member of the Society and including the dates of admission to and cessation of membership.

3.1.17 Mail means either Postal Mail or Email.

3.1.18 Registered Office means the office of the Society, registered pursuant to the Societies Act, at which official correspondence can be received.

3.1.19 Terms of Reference are rules agreed to by the Board and by which a Committee will abide.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

Any resident within the boundaries described in Article 2 will be a full member upon payment of the membership fee. There are four categories of Members:

4.1.1 Family Members: members residing in one household.

4.1.2 Senior Members are 65 years of age and older.

4.1.3 Adult Member is any adult over the age of the majority.

4.1.4 Honorary Life Member: may be conferred upon anyone who 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.

4.1.5 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 at the Annual General Meeting.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

4.4.1.1 Receive notice of general meetings of the Society;

- 4.4.1.2 attend any meeting of the Society;
- 4.4.1.3 speak at any meeting of the Society; and
- 4.4.1.4 Exercise other rights and privileges given to Members in these Bylaws.

4.4.2 Voting Members

- 4.4.2.1 Only Members in good standing are entitled to vote at the Annual General, Regular General and Special General Meetings.
- 4.4.2.2 Only District Members in good standing are entitled to vote at the Regular District and Special District Meetings.
- 4.4.2.3 Only District Representatives are entitled to vote at all Board of Directors meetings.
- 4.4.2.4 Such voting will be made in person, through the Accredited Representative, and not by proxy or otherwise.
- 4.4.2.5 Each Member will have only one vote.
- 4.4.2.6 Each District Representative will have only one vote.
- 4.4.2.7 A District Representative who is also an Accredited Representative for a Member may vote at a District and/or a General Meeting in their capacity as an Accredited Representative.
- 4.4.2.8 An Honorary Member is not entitled to vote at an EFCL meeting, except where:
 - a) that member is acting in the capacity of an Accredited Representative; or
 - b) the Honorary Member is also a member of the Board of Directors in which case they may vote, as does any board member.
- 4.4.2.9 Voting at meetings will be by a show of hands, a voting ticket, and a standing vote or by secret ballot. Any two Members or members of the Board of Directors entitled to vote may request a vote by secret ballot.
- 4.4.2.10 All voting at elections, when an office or position is contested will be by secret ballot.

Where the Accredited Representative, or Board of Director member (as the case may be), is in a conflict of interest position, that Accredited Representative or Board member will not be entitled to vote.

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 Executive Committee will be empowered to suspend any Member from membership or a Board Member from office 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 acted contrary to the interests of the Society,

4.5.1.3 if the Member has disrupted meetings or functions of the Society. or

4.5.1.4 if the Member has acted or failed to act in a way that is 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 a meeting at which the Executive Committee will deal with whether or not that Member should be suspended. The Member will receive at least fourteen (14) days' notice before such meeting

4.5.2.2 The notice will either be 1) sent by registered mail or 2) delivered by an Officer of the Board to the last known address of the Member shown in the records of the Society

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 Executive Committee

4.5.3.1 The Member will have an opportunity to appear before the Executive Committee to address the matter. The Executive Committee may allow another person to accompany the Member.

4.5.3.2 The Executive Committee will determine how the matter will be dealt with, and may limit the time given the Member to address the Executive.

4.5.3.3 The Executive may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be three quarters (3/4) of the Executive Committee

4.5.3.4 A majority vote of the Executive Committee present at the meeting will be required. The decision of the Executive Committee 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 the death of the member.

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 by the Executive Committee

4.6.4.1 The Executive Committee may expel any Member from membership or any Board Member 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 by 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, the Executive Committee may place the Member or Director under immediate suspension. Quorum for an immediate suspension will be three quarters (3/4) of the Executive Committee.

4.6.4.4 The Member or Director will be given 14 days written notice of the hearing. Notice will be delivered by registered mail or by hand. The hearing will be conducted by the Executive Committee.

4.6.4.5 Quorum for such a hearing will be two thirds (2/3) 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 The Board of Directors may remove any Director from office, without a hearing, if he/ she is absent from any three (3) consecutive Board meetings. The board will take into consideration whether valid reasons have been presented for the absences

4.6.4.10 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

4.6.4.11 After two years, an expelled member may apply to the Executive Committee for readmission to the league.

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 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he/she is liable for any debts owing to the Society at the date of ceasing to be a Member

4.9 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 Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no more than six (6) months after the financial year- end for the presentation of the financial report and election of officers. The Board sets the place, day and time of the meeting

5.1.2 Notice

The Secretary mails or delivers a notice to each Member 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. Email is considered a valid way to deliver the notification

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 Annual General Meetings will be 15 members.

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 two thirds of the 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 20 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 mails or delivers a 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

A Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.3.5).

5.3 Proceedings at the Annual General Meeting 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 the members of the meeting may waive the requirement to provide 21 days' notice to the continued meeting

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days, and the members present agree

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, including the president. 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.

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

5.3.5.7 Any member may request an actual count

5.3.5.8 The president has the same rights as any other board member. The president may elect to delegate the Chair to any other board member for any part of the meeting

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

5.4 All General and Board meetings are open to the public.

ARTICLE 6 - THE GOVERNMENT 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

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, but are not limited to:

- (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 Board of Directors shall consist of at least five (5) Elected Members of the League. The Executive Officers of the League shall consist of the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. No two (2) members of the same family shall hold Executive positions

6.1.4 Election of the Directors and the President

6.1.4.1 All terms will be for two year. The President and Secretary being elected in odd years and Vice-President and Treasurer being elected in even years.

6.1.4.2 Voting members may re-elect any Director of the Board to an Executive Office role for a maximum of two consecutive terms.

6.1.4.3 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

6.1.4.4 All individuals elected to the Board must be members of the Society in accordance with Article 4 1

6.1.4.5 A maximum number of three Board Members, and not more than one third of the Board, may be

Associate Members

6.1.4.6 A maximum of one Associate Member can hold a position on the Executive committee, except the position of President.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President may resign from office by giving one (1) months' notice in writing

6.1.5.2 Voting Members may remove any Director including the 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 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.

6.1 6 Meetings of the Board

6.1.6.1 The Board holds at least eight (8) regularly scheduled meetings each year

6.1.6.2 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.

6.1.6.3 Five (5) members is a quorum.

6.1.6.4 If there is no quorum the President adjourns the meeting to the same place and within the following week

6.1.6.5 Each Director. Including the President and Associate Member duly elected to the Board has one (1) vote

6.1.6.6 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

6.1.6.7 Meetings of the board are open to Members of the Society who are welcome to participate but only Directors may vote. A majority of the Directors present may ask any other non-board Members, and other persons present, to leave

6.1.6.8 A resolution that is agreed to and signed by three quarters (3/4) of Directors 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. The resolution will be recorded in the minutes of the next Board meeting.

6.1.6.9 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

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

6.1.7.11 All meetings of the board will require five clear days' notice.

6.1.6.12 A majority of the board may agree to waive notice for a board meeting.

6.2 Duties of the Board members

6.2.1 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.

6.2.2 The Vice-Presidents:

- The 1st Vice President presides at meetings in the President's absence. If 1st Vice-President is absent, the 2nd Vice President presides;
- replaces the President at various functions when asked to do so by the President or the Board;
- is responsible for overseeing various aspects of the league as determined by the Board;
- is a member of the Executive Committee and
- carries out other duties assigned by the Board.

6.3.3 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;
- makes sure annual fees are collected and deposited;
- 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

6.3.4 The Treasurer:

- makes sure all monies paid to the Society are deposited in a regulated financial institution chosen by the Board,
- is the primary contact for any communications of a financial nature between the Society and government agencies.
- 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, and
- carries out other duties assigned by the Board

6.4 Board Committees

6.4.1 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

6.4.2 General Procedures for Committees

6.4.2.1 Any Member in good standing can chair a committee created by the Board

6.4.2.2 The Chairperson calls committee meetings. Each committee ·

- records minutes of its meetings
- these minutes will be made available to the committee members,
- provides reports to each Board meeting at the Board's request.

6.4.2.3 A minimum of two (2) clear days' notice for committee meetings is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice

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

6.4.2.5 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. In the event of a tie vote the motion is defeated

6.4.2.6 Every committee created by the Board shall have at least one Board member

6.4.2.7 The minutes for committee meetings will be maintained for a minimum of seven years

6.4.2.8 No committee (including the Executive Committee) will have the right to spend any money except as has been allocated to that committee by the board

6.4.2.9 Committee meetings may be held by any method agreed to by a majority of the committee members.

6.4.2.10 All committees shall have Terms of Reference approved by the Board that contains reporting requirements

6.4.3 The Executive Committee:

- (a) Consists of the President. Vice-President. Secretary and Treasurer
- (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) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- (e) 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.

6.4.4 The Finance Committee:

- (a) Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- (b) Is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds and property;
 - recommending policies on disbursing and investing funds to the Board,
 - establishing policies for Board and committee expenditures;
 - arranging the annual audit of the books;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the Board.

6.4.5 The Nominating Committee:

- (a) Consists of a Board Member who chairs the committee, and two (2) other Members appointed by the Board.
- (b) Is responsible for:
 - Preparing a slate of nominees for each Director position;
 - orienting new board members; and
 - reporting to the board.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office:

The Registered Office of the Society is located at 12505 75 Street in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

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 Treasurer will be audited once per year by a duly qualified accountant or by two members of the League not currently serving on the executive, 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 14 days' notice to the President or the Secretary of the Society of their 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 Fundraising

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

7.7 Payments

7.7.1 No Member, Director or Officer of the Society receives 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 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.

7.9 Amendments to the Bylaws

7.9.1 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.

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

7.10 Dissolution

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 League.

The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

ARTICLE 8 - ERRATA

8.1 Parliamentary Authority

The rules contained in "Roberts Rules of Order," in its most current edition, shall guide 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.

8.2 Federation of Community Leagues

The League shall maintain its membership in the Edmonton Federation of Community Leagues.

8.3 Tripartite Agreement

The League shall act in accordance with the Tri-partite agreement, for as long as that agreement remains in force.

8.4 Interpretation

In the case of a dispute over the interpretation of any aspect of these bylaws, the Executive Committee shall have the authority to make the decision as to which interpretation will be used