

**Article 1: General**

- 1.1 The name of the society shall be the Rio Terrace Community League, also referred to as the “League” or “RTCL.”
- 1.2 The RTCL shall comprise the areas known as Rio Terrace, Quesnell Heights, and Patricia Heights. These boundaries extend from 79th Avenue in the North to the bank of the North Saskatchewan River and Patricia Ravine in the South and from 167th Street West to Quesnell Ravine in the East.
- 1.3 The League shall be incorporated under and governed by the Societies Act of Alberta 2000 (hereafter referred to as “the Act”), and all subsequent amendments. These bylaws shall be interpreted in a manner consistent with the Act, and any items on which this document is silent or in conflict with the Act shall be interpreted in accordance with the Act.
- 1.4 RTCL shall retain membership in the Edmonton Federation of Community Leagues (EFCL) and shall abide by the EFCL’s Code of Ethics in all areas of operations.
- 1.5 The League shall develop an Operating Policy, which shall outline all procedural policies of the League. Directions for how policies are created, amended, suspended, or retired shall be outlined in Operating Policy.

**Article 2: Definitions**

- 2.1 **Board** means the Board member positions listed in Articles 6 and 7 of the Bylaws.
- 2.2 **Director** means a voting member elected or appointed to the Board of Directors as set out in Article 7.
- 2.3 **Executive Committee** consists of the President, Vice President, Secretary, Treasurer and Immediate Past President.
- 2.4 **Member** means a member of the League.
- 2.5 **Officers** of the League are the President, Vice President, Secretary and Treasurer.
- 2.6 **Register of Members** means the register maintained by the Membership Director containing the names of the Members of the League.
- 2.7 **Voting Member** means Members of the League who have voting rights subject to Article 8.8 of the Bylaws.

**Article 3: Objectives of the League**

- 3.1 The objectives of the League are:
  - 3.1.1 To provide cultural, social, and lifelong learning activities, as well as sports and recreational programs;

- 3.1.2 To facilitate consultation in land use planning and development, and transportation matters that apply to the neighbourhood; and
- 3.1.3 To provide facilities in which to conduct activities of the League.

**Article 4: Membership**

- 4.1 Any person 18 years or older residing within the League’s boundaries may become a Regular Member in good standing upon payment of the required membership fee and shall be entitled to all benefits accompanying said membership. Members may either purchase a single membership for themselves or a family membership for all immediate family members residing in the primary membership holder’s residence at the time of purchase.
- 4.2 Any person not residing within the League may be considered an Honourary Member upon approval of the Board and payment of the required membership fee. Honourary Members shall be entitled to all benefits accompanying said membership.
- 4.3 All memberships are valid for a one-year term beginning September 1 and ending August 31 of the following year.
- 4.4 Changes to the membership fees for each category of membership shall only be decided at the Annual General Meeting by a majority vote of the members in attendance.
- 4.5 Any member wishing to withdraw from their membership with the League shall provide written notice to the Secretary of the League. Unless otherwise granted by the Board, no membership fee refunds shall be given to members upon their withdrawal.
- 4.6 Any member may have their membership with the League rescinded by the Board for any cause which the Board may deem reasonable, including but not limited to repeated or serious failure to comply with the League’s Bylaws or Operating Policy.

**Article 5: Board of Directors**

- 5.1 The Board of Directors, also referred to as “the Board”, shall be the highest governing body of the League. All elected and appointed Officers and Directors constitute the Board.
- 5.2 The Board shall, subject to the Bylaws or directions given to it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the League.
- 5.3 All Officers and Directors shall be elected at an Annual General Meeting of the League, or appointed pursuant to Article 5.7, if they were present at the meeting and did not refuse the appointment. They may also be appointed or elected if they were not present at the meeting but previously consented in writing. To be elected or appointed to the Board, Officers and Directors must be Members of the League in good standing and reside within League boundaries.

- 5.4 Officers and Directors shall be elected for a term of not more than two years. Officers may serve up to three terms in any position and no more than four consecutive terms on the Executive Committee as detailed at Article 6.1. There are no term limits for Directors.
- 5.5 Any Officer or Director may resign from their position by giving written notice to the Board, and the position shall be considered vacant upon receipt of said notice.
- 5.6 Any Officer or Director, upon a majority vote of the Board, may be removed from office for any cause which the Board may deem reasonable, including but not limited to repeated or serious failure to comply with the League's Bylaws or Operating Policy.
- 5.7 Vacant positions on the Board shall be filled by a majority vote of the Board. The person appointed to a vacant position shall serve in the position until the next Annual General Meeting. Persons appointed to a vacant position shall not be considered to have accrued a term of service insofar as term limits are concerned.
- 5.8 Meetings of the Board shall be called at least once per month at the Community League Hall at such a time as the President decides. Meetings of the Board shall not normally be held in the month of December unless so called by the President.
- 5.9 At least seven days' notice in writing shall be given to all Board members of the date and time of the meeting.
- 5.10 Quorum for any Board of Directors' Meeting will be seven voting members of the Board. If a meeting is rescheduled because of a lack of quorum, only the business which was on the agenda sent out to Board members shall be discussed at that meeting. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.
- 5.11 Board Meetings are open to the membership of the League. Only Board Members may vote on motions. All motions brought forward by the membership must be done in accordance with the mechanisms detailed at Article 8.5.

**Article 6: Officers of the League**

- 6.1 The following positions are considered Officers of the League and are members of the Board: President, Vice President, Secretary, Treasurer, and Past President. Officers constitute the Executive Committee of the Board.
- 6.2 The President is the highest authority and Chair of the Board, and shall be the primary spokesperson for the League in all official and media matters. The President shall chair all meetings of the League, and has primary signing authority on behalf of the League on all deeds, contracts, conveyances, bills, cheques, debentures, and other documents pertaining to the affairs of the League. The President is responsible for calling all meetings and any other duties the Board deems appropriate. The President is responsible for attending the Annual Meeting of the Edmonton Federation of Community Leagues.

- 6.3 The Vice President shall act in the capacity of the President at the request, or in the absence, of the President. They are responsible for managing casino activities, reviewing Bylaws, Policies, and Procedures, and are a signing officer of the League.
- 6.4 The Secretary shall take, transcribe, and file the minutes of all meetings of the League, and shall ensure timely distribution to the Board these minutes prior to the next meeting. They keep on-hand all current records and lists for League’s meetings, and shall ensure distribution of all League mail. The Secretary shall also create and distribute meeting agendas, prepare correspondence, contracts, and lists for the Executive, and ensure all non-current records and lists are marked and stored for a seven-year period before being destroyed. The Secretary shall have charge of the Seal of the League. They are a signing officer of the League.
  - 6.4.1 In the absence of the Secretary, such officer as may be appointed by the Board will discharge these duties.
- 6.5 The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in the League bank accounts. They shall properly account for the funds of the League and keep such books as may be directed. The Treasurer will recommend, in conjunction with the President, an Annual Budget to the Board of Directors. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement outlining a financial review of the previous fiscal year. The Treasurer is a signing officer of the League.
- 6.6 The Past President shall provide guidance to the other Officers of the League and act as a continuity representative to the Board.

**Article 7: Directors of the League**

- 7.1 The following positions are considered Directors of the League and are members of the Board: Social Director, Program Director, Membership Director, Maintenance Director, Newsletter Director, Soccer Coordinator, and Directors at Large. All Directors are voting members of the Board.
- 7.2 The Board may establish additional positions as required and at its discretion pending ratification at the next Annual General Meeting.
- 7.3 All Directors will, as appropriate:
  - 7.3.1 Prepare an annual budget for their portfolio and submit it to the Treasurer by a date set by the Treasurer;
  - 7.3.2 Ensure all funds received by or owed to their portfolio are accounted for through the Treasurer;
  - 7.3.3 As required and in coordination with the Vice President, review and prepare policies and procedures pertaining to their portfolio; and

- 7.3.4 Report monthly to the Board.
- 7.4 General descriptions of each Director’s area of responsibility are outlined here. These descriptions are not to be considered restrictive or exhaustive.
  - 7.4.1 The Social Director manages social activities of the League such as dances and social nights.
  - 7.4.2 The Program Director manages programs of the League such as community swim, Tot time, talent competitions, and educational events.
  - 7.4.3 The Membership Director manages the annual membership campaign, collects the membership fees and submits the membership fees to the Treasurer, and maintains the Register of Members and other records pertaining to membership.
  - 7.4.4 The Maintenance Director is responsible for the development and maintenance of the community centre, rinks, parking lot, and other league facilities
  - 7.4.5 The Communications Director manages the League website, Facebook pages, outdoor signs, newsletters and other publicity media. They collect the material for the newsletter, assemble and publish it, and manage its delivery. They invoice the advertisers and collect their payments and submit payments to the Treasurer.
  - 7.4.6 The Soccer Coordinator is responsible for all matters pertaining to sports, including the registration and organization of the soccer program. They will recruit representatives or act as the representative to the sports governing bodies
  - 7.4.7 Up to 10 Directors at Large may be appointed to the Board at any time. Directors at Large will perform duties as assigned by the Board.
- 7.5 The Hall Rental Coordinator is a member of the Board and subject to the responsibilities of all Directors. They manage hall scheduling including rentals, hall cleaning and maintenance schedule, ensuring that League and City of Edmonton activities and access take priority. They manage hall rentals and collect hall rental payments and submit payments to the Treasurer. The Hall Rental Coordinator is a non-voting position on the board as it is a paid position.

**Article 8: General Meetings**

- 8.1 All members of the League with a valid membership in good standing are eligible to vote at any General Meeting, subject to Article 8.8, and seek to hold office.
- 8.2 The League shall hold an Annual General Meeting each year between September 1st and October 31st. The exact date of the meeting shall be determined by the Board, provided they give 21 days’ notice to all members of the League.
- 8.3 At the Annual General Meeting there shall be elections for all vacant positions and for those positions whose terms have expired. A former President of the League not seeking

another Board position shall be appointed the Past President. Between five and 15 Directors shall also be elected or appointed at the meeting, in accordance with the positions listed in Article 7.4.

- 8.3.1 The President, Secretary, Soccer Coordinator, Communications Director, and Social Director positions will have their elections in odd numbered years.
- 8.3.2 The Vice President, Treasurer, Programs Director, Maintenance Director, and Membership Director positions will have their elections in even numbered years.
- 8.4 The Officers and Directors elected and appointed shall form the Board, and shall serve until their successors are elected and installed following an Annual General Meeting. Any vacancy occurring during the year shall be filled at a meeting of the Board and be up for election at the next Annual General Meeting as outlined at Article 5.7.
- 8.5 Other General Meetings of the League may be called at any time by the Board, provided they give 14 days' notice to all members of the League. A General Meeting may also be called by any 20 members of the League upon providing a petition to the President, and provided 14 days' notice is given to all members of the League.
- 8.6 Quorum: A quorum for all General Meetings (Annual, Special, or otherwise) will be 20 Members in good standing. If a quorum is not present at a meeting, then a second meeting will be called for the purpose of passing a specific motion(s) one week later. During that time, all efforts will be taken to inform all Members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people attendance will constitute quorum.
- 8.7 All Meetings shall be presided over by the President, Vice President, or person designated by the President.
- 8.8 Voting: All members in good standing are eligible to vote at all General Meetings subject to the following:
  - 8.8.1 Voting must be made in person, and not by proxy or otherwise.
  - 8.8.2 Each household has a maximum of two votes provided both voting members are of the age of majority.
  - 8.8.3 A show of hands will be adequate for voting, except for nominations/elections, significant financial questions, and any controversial matters where a secret ballot is required or can be requested.
  - 8.8.4 At all meetings, the President, or person acting in the President's stead, may not vote except in the event of a tied vote.
  - 8.8.5 No member may vote on a motion where a conflict of interest may exist as per Article 12 of these bylaws.

**Article 9: Financial**

- 9.1 The Board of Directors may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.
- 9.2 For the purpose carrying out its objectives, the League may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board of Directors.
- 9.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by the Treasurer, along with either the President, Vice President, or Secretary.
- 9.4 The Annual Budget will be submitted by the Treasurer on behalf of the Board of Directors for approval.
- 9.5 The fiscal year shall be from June 1st to May 31st.
- 9.6 The League may, by a Special Resolution, raise or secure the payment of money, or issue debentures. For the purpose of carrying out its duties and responsibilities to the community, the League may borrow money in any manner it thinks fit, but only by a majority vote of the membership at a General Meeting.
- 9.7 No two members of the same household will be signing authorities. Also no signing authority will sign a cheque where they are the payee.
- 9.8 Financial Audit. 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 as signing authorities, elected for that purpose at the Annual General Meeting.
  - 9.8.1 That auditor at the Annual General Meeting will submit a complete and proper statement of the standing of the books for the previous year.
  - 9.8.2 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon giving two weeks notice and arranging a time satisfactory to the Directors in charge of the records. Board of Directors' will at all times have reasonable access to such books and records.
- 9.9 Remuneration. No Officer or Director will receive any remuneration for his/her services. An Officer or Director may receive reimbursements for expenses, with presentation of receipts, incurred as a result of performing the League's business.
- 9.10 Paid Positions. The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business. Any paid persons will not be eligible to vote at Board meetings.

**Article 10: League Records**

- 10.1 The records of the League may be inspected by any member of the League upon giving 14 days' written notice for arranging a time satisfactory to the Treasurer or designate. Photocopying of these records cannot take place without the approval of the Board, and no records may be removed at any time.
- 10.2 The use, care, and safekeeping of the seal of the League will be the responsibility of the Secretary, it will be used only when authorized by a resolution of the Board of Directors, and it will be affixed to the documents and instruments when required by law or convention.

**Article 11: Indemnity**

- 11.1 Every member of the Board, and every employee of the League is indemnified by the League against all costs, losses, and approved expenses incurred by them in the discharge of their duties.
- 11.2 Indemnification is invalid in instances of a member's willful negligence in the discharge of their duties.

**Article 12: Conflict of Interest**

- 12.1 No person shall use the position that they hold in the League to further personal business interests.
- 12.3 No member of the League shall vote on a motion relating to a company or organization of which they are an employee, shareholder, office holder, or member.
  - 12.3.1 Any member who is party to a material contract or potential material contract with the League shall disclose the nature and extent of their interest to the Board immediately after becoming aware of the conflict of interest.
- 12.4 If a member of the League has a conflict of interest and votes on a motion at a General Meeting, Board meeting, or any other meeting where League business is discussed, the member shall report this immediately to the President.
  - 12.4.1 Where the President is found to be in a conflict of interest, this shall be immediately reported to the Board.
- 12.5 No member of the Board shall hold a remunerated position with the League without giving up their right to vote on all motions before the Board while they are an employee.
- 12.6 Whereas two members of one household may sit on the Board, each household shall have a maximum of one vote on the Board. Only one member per household may serve on the Executive Committee at any given time.
- 12.7 Honourary Members shall be considered ineligible to vote in League matters if they sit on the Board of another Community League or the EFCL.

- 12.8 No Member may serve on the Board of Directors whilst also serving on the Board of another Community League.

**Article 13: Parliamentary Authority**

- 13.1 The rules contained in "Robert's Rules of Order", in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these By-laws or the requirements of the Societies Act.

**Article 14: Dissolution**

- 14.1 The League may be dissolved by a two-thirds vote in favour at any General Meeting.
- 14.2 Upon dissolution, all owing debts shall be paid by the League's assets. Any remaining assets, including all finances, property, and equipment, shall be placed in holding for a period of two years. After this time, the Edmonton Federation of Community Leagues shall take possession of all assets, to be used for other community leagues in membership with them at their discretion.

**Article 15: Amendments and Expiry**

- 15.1 Amendments to the bylaws shall be passed by a two-thirds majority of members in attendance at any General Meeting of the League.
- 15.2 The League's bylaws shall be updated no later than once every ten years since the most recent bylaws' passage. New bylaws created between the passage of a new set of bylaws also expire at the end of the ten-year period.
- 15.3 A new set of bylaws must be passed by the Annual General Meeting of the year following the old bylaws' expiry. Bylaws shall be passed only after the consent of a two-thirds majority of members in attendance at a General Meeting convened for the purpose of voting on bylaws.