

RIO TERRACE COMMUNITY LEAGUE BYLAWS

2026 Revision

Incorporated under the Societies Act (Alberta)
Replaces the Bylaws registered February 4, 2005

DRAFT FOR BOARD AND MEMBER REVIEW

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Article 1: Name

- 1.1 The legal name of the organization is the Rio Terrace Community League (the “League”).
The League is incorporated under the Societies Act (Alberta).
- 1.2 These are the general Bylaws of the League and replace all previous Bylaws of the League.

Article 2: Purposes

- 2.1 The purposes of the League are:
- (a) to provide cultural, social, recreational, sport, and lifelong learning activities and programs for residents;
 - (b) to acquire, develop, operate, and maintain facilities and amenities in which to conduct the activities of the League; and
 - (c) to undertake any other activities the Board determines advance the interests of the community.
- 2.2 The League operates without purpose of gain for its Members. Any profits or other accretions to the League are used to promote its purposes.

Article 3: Boundaries

- 3.1 The League encompasses the Rio Terrace, Quesnell Heights, and Patricia Heights neighbourhoods of the City of Edmonton. The boundaries are Whitemud Drive in the east and north, and the North Saskatchewan River and Patricia Ravine in the south and west.

Article 4: Definitions

- 4.1 In these Bylaws:
- (a) **“Act”** means the Societies Act (Alberta), RSA 2000, c S-14, as amended or replaced;
 - (b) **“AGM”** means the Annual General Meeting of the Members;
 - (c) **“Board”** means the board of directors of the League, consisting of the positions described in section 7.1.3;
 - (d) **“Director”** means a voting member of the Board elected or appointed under section 7.1;
 - (e) **“EFCL”** means the Edmonton Federation of Community Leagues;
 - (f) **“Executive Committee”** means the President, Vice President, Secretary, Treasurer, and Immediate Past President;
 - (g) **“General Meeting”** means a general meeting, special general meeting, or annual general meeting of the Members;
 - (h) **“Member”** means a resident of the League with an active membership as described in Article 5.1;
 - (i) **“Officers”** of the league are the President, Vice President, Secretary, and Treasurer;
 - (j) **“Register of Members”** means the roster of Members maintained by the Membership Director;

- (k) **“Special Resolution”** means a resolution passed by at least 75% of the votes cast by Voting Members present and eligible to vote at a General Meeting, where at least 21 days written notice specifying the intention to propose the resolution has been given;
- (l) **“Voting Member”** means a Member in good standing entitled to vote as set out in sections 5.1.1 through 5.1.5; and
- (m) words defined in the Act have the same meaning in these Bylaws unless otherwise stated.

Article 5: Membership

5.1 Eligibility and Categories. Membership is open to any individual who resides within the boundaries described in Article 3, has paid the membership fee for the current membership year, and has submitted a completed a “Member Registration Form” to the Membership Director. Members are entitled to receive notice of and attend General Meetings, to speak to matters on the agenda as provided in section 6.1, and to exercise the other rights set out in these Bylaws. The categories of membership and their voting rights are:

- 5.1.1 Family:** an adult or adults with a child or children residing in one household and acting as a family unit (one vote per adult, to a maximum of two votes per household).
- 5.1.2 Single or Couple:** an adult or adults residing in one household (one vote per adult, to a maximum of two votes per household).
- 5.1.3 Senior:** an adult or adults over 65 years of age residing in one household (one vote per adult, to a maximum of two votes per household).
- 5.1.4 Honorary Life Membership:** a person who has made a significant positive contribution to the League, conferred by resolution of the Board, carrying one vote, provided free of charge for the person’s lifetime, with the same rights and privileges as other Members.

5.2 Membership Fees. Membership fees are determined each year at the AGM.

5.3 Membership Year. The membership year is from August 1 to July 31.

5.4 Member Privileges. Member privileges may include access to community skating rinks; access to the League tennis courts; facility rental discounts, including the community hall; programs and special promotions offered through the EFCL and City of Edmonton; and other benefits the Board may establish from time to time. Privileges may vary year to year at the discretion of the Board.

5.5 Withdrawal. A Member who wishes to withdraw from the League may do so by notifying the Membership Director in writing. The Membership Director may, in his or her discretion, refund the membership fee.

5.6 Expiration. Member privileges end on non-payment of the annual membership fee.

5.7 Discipline and Termination of Membership

5.7.1 A complaint seeking the suspension or expulsion of a Member must be made in writing to the President or the Secretary and must specify the bylaw violation or injurious conduct alleged.

5.7.2 The Executive Committee reviews the complaint and determines whether it has merit. Quorum for the review is three of the five members of the Executive Committee. If the Executive Committee finds no merit, it dismisses the complaint.

- 5.7.3** If the Executive Committee finds the complaint has merit, it holds a hearing, oral or in writing, at which the Member, on at least 14 days written notice that includes a summary of the complaint, may attend to present a case or submit a written statement. If the Member does not respond or attend, the Executive Committee proceeds on the information available.
- 5.7.4** The Executive Committee deliberates in private and makes a recommendation to the Board. The Board votes on whether to suspend or expel the Member, and a majority vote of the Board prevails. The decision takes effect immediately.
- 5.7.5** A Member who is expelled may not apply for readmission for one calendar year, after which the Member may re-apply for review by the Board. In extraordinary circumstances, an expelled Member may petition the Board for earlier readmission, which the Board may permit by majority consent of all Directors.

Article 6: Meetings

6.1 General Meetings

- 6.1.1** General Meetings are open to the public, and any person may attend in person or by telecommunication. Members attending by telecommunication are considered in attendance for the purposes of quorum and voting. Attendance does not by itself entitle a person to speak; speaking is governed by section 6.1.2.
- 6.1.2 Agenda and Speaking.** Speaking at a General Meeting is limited to matters on the agenda. A Member who wishes to speak to a matter, or to have a new matter considered at a General Meeting, must submit it in writing to the Secretary or the President for inclusion on the agenda at least seven days before the meeting, or within such other period as the Board may set by policy. The Secretary or the President determines whether the matter is placed on the agenda. The chair conducts the meeting, confines discussion to matters on the agenda, and may rule a speaker or a topic out of order to preserve the orderly conduct of the meeting.
- 6.1.3 Notice.** Notice of a General Meeting is given at least 14 days in advance by email, by posting on the League outdoor signs, or by posting on the League website, and may also be published in the newsletter. Notice of an AGM, and notice of any meeting at which a Special Resolution will be considered, is given at least 21 days in advance.
- 6.1.4 Quorum.** Quorum for a General Meeting is 10 Voting Members. If quorum is not present, a second meeting may be called for one week later, and all reasonable efforts will be made to notify Members and encourage attendance. If quorum is still not present at the second meeting, the Members in attendance constitute quorum.
- 6.1.5 Voting.** Each Voting Member in good standing may vote as set out in section 5.1. Voting is in person, or by the means the chair directs for Members attending by telecommunication, and is not by proxy. A show of hands is sufficient except where a secret ballot is requested by a Voting Member. Except for a Special Resolution, a motion passes on a vote of 50% plus one of the votes cast.
- 6.1.6 Annual General Meeting.** The League holds an AGM within six months after the fiscal year end. At the AGM the Members adopt the agenda and the minutes of the previous AGM, receive the annual reports of the President and the Directors, review the audited financial statements, elect the Directors for the coming year, appoint the auditor, and address any other matters specified in the notice.
- 6.1.7 Special General Meeting.** A Special General Meeting may be called at the discretion of the President or by resolution of the Board. The President shall call a Special General

Meeting within five days of receiving a written request signed by 10% of the Members. The notice must state the specific items to be dealt with, and no other business may be conducted at the meeting.

6.2 Board Meetings

6.2.1 The Board meets to manage the affairs of the League, generally on a monthly basis. The Board sets its regular meeting schedule at its first meeting after the AGM.

6.2.2 Members may attend Board Meetings but may not vote. The Board may by resolution permit a Member to speak to an item on the agenda.

6.2.3 Attendance. Board Meetings may be held in person or by telecommunication. A Director who participates by telecommunication is considered in attendance.

6.2.4 Quorum. Quorum for a Board Meeting is 6 Directors.

6.2.5 Voting. Each Director in attendance may vote. A show of hands is sufficient except where a secret ballot is requested by a Director. A motion passes on a vote of 50% plus one of the votes cast.

6.2.6 Special Board Meeting. A Special Board Meeting may be called at the discretion of the President. The President shall call a Special Board Meeting within five days of receiving a written request from at least three Directors, and shall give at least seven days notice by email. The notice must state the specific items to be dealt with.

6.2.7 Motions Outside of Board Meetings. The Board may decide a matter between Board Meetings by email. The Secretary circulates the proposed motion to all Directors, each Director votes by replying to all Directors with “yes” or “no,” and the Secretary tallies and reports the result. A motion decided this way is recorded in the minutes of the next Board Meeting.

Article 7: Governance of the League

7.1 The Board of Directors

7.1.1 Authority. The Board, subject to these Bylaws and to directions given by majority vote at a properly constituted General Meeting, manages the affairs of the League. The Board may hire a paid administrator or other staff to carry out functions under its direction and supervision.

7.1.2 Powers and Duties. The powers and duties of the Board include, without limitation: promoting the purposes and membership of the League; making policies, rules, and regulations for operating the League and using its facilities; maintaining and protecting the assets and property of the League; approving an annual budget; maintaining the accounts and financial records of the League; paying the expenses of the League; investing surplus funds; engaging and supervising employees and setting their compensation; approving contracts; appointing legal counsel as needed; financing the operations of the League subject to section 8.5; and, subject to the Act, these Bylaws, and any agreement with the City of Edmonton or the EFCL, acquiring, disposing of, or encumbering property of the League.

7.1.3 Composition of the Board. The Board consists of the following Officers together with the Immediate Past President, who together form the Executive Committee:

(a) President;

(b) Vice President;

- (c) Secretary;
- (d) Treasurer; and
- (e) Immediate Past President.

In addition to the Executive Committee, the Board may include the following positions, filled on an as-needed basis:

- (f) Social Director;
- (g) Sport / Soccer Coordinator;
- (h) Membership Director;
- (i) Facilities Director;
- (j) Communications Director;
- (k) Preschool Director;
- (m) one or more Directors at Large.

7.1.4 Election and Term.

- (a) Directors are elected for a term of two years.
- (b) The President and Secretary are elected in odd numbered years. The Vice President and Treasurer are elected in even numbered years.
- (c) The remaining elected positions are filled as the two year terms of the current Directors expire, or as new positions are determined to be required.
- (d) Candidates from the executive committee may not stand for election to the same position after having held that position for three consecutive terms.
- (e) Elections are held at the AGM, and Directors take office immediately after the AGM. Outgoing Directors may assist in training their successors.
- (f) The Hall Rental Coordinator is filled by appointment of the Board and is appointed every two years.

7.1.5 Vacancies. The Board may fill a vacant Board position by appointment for the remainder of the term, to be ratified at the next Board Meeting. A person who was not eligible to stand for election may be appointed to fill a vacancy. Where a Director is elected or appointed outside the normal election cycle, the Director holds office for the remainder of the original term of the position.

7.1.6 Becoming a Director. A person becomes a Director if elected or appointed while present at the meeting and not declining, or, if absent, by consenting in writing before the election or appointment.

7.2 Duties of the Officers

7.2.1 President. The President presides at all meetings; is an Officer and a member of the Executive Committee; is an ex officio member of all committees; has signing authority; supervises the activities of the League; acts as the official spokesperson of the League or appoints a designate; and calls Special Meetings as required by these Bylaws.

7.2.2 Immediate Past President. The Immediate Past President is a member of the Executive Committee, acts as the nominating director, and performs other duties as assigned by the Board.

7.2.3 Vice President. The Vice President is an Officer and a member of the Executive Committee; has signing authority; presides at meetings in the absence of the President; oversees casino and major fundraising activities; and is responsible for the annual review of the Bylaws, policies, and procedures.

7.2.4 Secretary. The Secretary is an Officer and a member of the Executive Committee; has signing authority; attends all meetings and keeps accurate minutes; distributes meeting notices and minutes; keeps the minute book, the records, and the seal of the League; coordinates meetings held by telecommunication; and manages the correspondence of the League under the direction of the President and the Board.

7.2.5 Treasurer. The Treasurer is an Officer and a member of the Executive Committee; has signing authority; keeps the financial records of the League; manages all money received and deposits it to the accounts of the League, issues receipts, pays approved invoices, and keeps the supporting documents; prepares the annual budget with the President and presents it for Board approval at the May Board Meeting; prepares grant applications and reports with the President; prepares casino reports on the use of funds received from Alberta Gaming, Liquor and Cannabis (AGLC); presents an audited statement of the preceding fiscal year at the AGM; provides records to the auditor; and reports at each Board Meeting.

7.2.6 Delegation. A Director may delegate some of his or her responsibilities to other Members with the approval of the Board, except for signing authority and membership on the Executive Committee.

7.3 Other Board Positions

7.3.1 The duties of Board positions other than the Officers and the Immediate Past President are set out in position policy manuals adopted and maintained by the Board. This allows a position's duties to be updated by Board policy without amending these Bylaws.

7.3.2 Directors at Large attend Board Meetings and perform the duties assigned to them by the Board.

7.4 Resignation and Removal of Directors

7.4.1 A Director, including the President or the Immediate Past President, may resign by giving written notice to a member of the Executive Committee. The resignation is effective at the time stated in the notice or, if no time is stated, immediately.

7.4.2 The Voting Members may remove any Director, including the President or the Immediate Past President, before the end of the term by majority vote at a Special General Meeting called for that purpose.

7.4.3 The Board may remove a Director who is absent from three consecutive regular Board Meetings without sending regrets.

7.5 Committees

7.5.1 The Board may establish committees to carry out specific functions, acting under terms of reference set by the Board or by a General Meeting. Committees are answerable and report to the Board.

7.5.2 The Executive Committee.

7.5.2.1 The Executive Committee carries out urgent or emergency business between Board Meetings, reports to the Board on actions taken, and performs other duties assigned by the Board. It may meet in person or by telecommunication, and an Officer who participates is considered present.

7.5.2.2 Actions taken by the Executive Committee between Board Meetings must be reported and recorded at the next Board Meeting. Those actions remain valid, but the Board may rescind or vary them on a going forward basis, without affecting anything already done in good faith or the rights of any third party.

7.5.2.3 The Executive Committee may not, without the prior approval of the Board, authorize spending or enter into a contract exceeding \$5,000; hire or dismiss staff; take any action requiring a vote of the Members; or amend these Bylaws or any Board policy.

7.5.3 Quorum for the Executive Committee, including for a membership complaint review under section 5.7, is three of its five members.

7.6 Hall Rental Management

7.6.1 The Board of Directors may engage or contract a **Hall Rental Coordinator** to manage the day-to-day administration, scheduling, promotion, and execution of facility rentals.

7.6.2 Remuneration for the Hall Rental Coordinator shall be established by contract or policy as approved by the Board of Directors.

7.6.3 The Hall Rental Coordinator shall:

7.6.3.1 Serve as the primary point of contact for hall rental inquiries, bookings, and customer service;

7.6.3.2 Ensure Community League access and events take priority over third-party rentals;

7.6.3.3 Operating within approved Board policies and facility rules;

7.6.3.4 Submit a monthly report to the Board of Directors detailing rental activity, scheduling, and updates.

7.6.4 Overall facility budget preparation and policy approval shall remain the responsibility of the Board of Directors.

7.7 Conflict of Interest

7.7.1 A Director or committee member who has a direct or indirect personal interest in a matter before the Board must disclose the interest, refrain from voting on the matter, and, if the Board so directs, withdraw from the discussion. The disclosure and abstention are recorded in the minutes.

7.7.2 The Board may adopt a conflict of interest policy and a code of conduct and may require Directors to sign them.

Article 8: Finance and Other Management Matters

8.1 Fiscal Year and Audit

8.1.1 The fiscal year of the League runs from June 1 to May 31.

8.1.2 The financial records of the Secretary and of the Treasurer are audited once each year by a qualified accountant, or by two Members who are not signing authorities, appointed at or before the AGM.

8.1.3 The auditor presents an audit report on the financial statements for the preceding fiscal year at the AGM.

8.2 Seal

8.2.1 The Board may adopt a seal as the seal of the League. The Secretary has custody of the seal unless the Board decides otherwise, and the seal is affixed to documents and instruments when required by law or by resolution of the Board.

8.3 Financial Transactions and Contracts

8.3.1 The Board may open and operate accounts with any chosen financial institution.

8.3.2 Two signatures are required on all cheques and on any withdrawal or transfer of League funds. The signing authorities are Officers designated by the Board.

8.3.3 No two members of the same household may be signing authorities, and no signing authority may sign an instrument on which he or she is the payee.

8.3.4 The Treasurer has custody of the cheque template. If the Treasurer is unavailable for more than one week, custody passes to another Officer for that period.

8.3.5 A contract of the League must be signed by an Officer or by another person authorized to do so by resolution of the Board.

8.4 Books, Records, Retention, and Privacy

8.4.1 The Treasurer keeps and files the financial records of the League required by these Bylaws, the Act, and other applicable law.

8.4.2 A Member, or a government agency, may inspect the accounts of the League or of any committee by arranging a time with the Director in charge of the records. The Board has access to the books and records at all reasonable times.

8.4.3 The League keeps its minutes, financial records, and corporate records for at least seven years.

8.4.4 The League collects, uses, and protects personal information in accordance with the Personal Information Protection Act (Alberta) and other applicable privacy law. The Board may appoint a privacy officer and adopt a privacy and records management policy.

8.5 Borrowing Powers

8.5.1 The Board may not incur debt without authorization from the Members at a General Meeting. The notice for that meeting must state that the League may incur debt as a result of the meeting.

8.5.2 Before seeking authorization to incur debt, the Board shall set out the amount of the debt, the use of the funds, the conditions attached to their use, and the proposed method of repayment.

8.5.3 The League may, by Special Resolution, secure the payment of borrowed money or issue securities.

8.6 Remuneration

8.6.1 No Member, Director, or Officer receives payment for services as a Member, Director, or Officer. Reasonable expenses incurred while carrying out the duties of the League are reimbursed on presentation of receipts.

8.7 Indemnity and Protection of Directors and Officers

8.7.1 The League indemnifies each Director and Officer against all costs and charges that result from any act done in good faith in his or her role for the League. The League does not indemnify a Director or Officer for acts of fraud, dishonesty, or bad faith.

8.7.2 No Director or Officer is liable for the acts of any other Director, Officer, or employee, or for any loss arising other than from his or her own fraud, dishonesty, or bad faith. Directors and Officers may rely on the accuracy of any statement or report prepared by the auditor of the League.

Article 9: Amendments to the Bylaws

9.1 These Bylaws may be rescinded, altered, or added to only by Special Resolution at a General Meeting.

9.2 A proposed amendment must be reviewed at a Board Meeting before being brought to a General Meeting.

9.3 An amendment takes effect only when the Special Resolution has been passed and filed with, and where required approved by, the Registrar of Corporations under the Act.

9.4 The Board reviews these Bylaws at least once every ten years and brings forward any recommended amendments. The Vice President is responsible for an annual review of the Bylaws, policies, and procedures.

Article 10: Parliamentary Authority

10.1 The current edition of Robert's Rules of Order governs the proceedings at all meetings, and in all cases where applicable, provided that it is not inconsistent with these Bylaws or the requirements of the Act.

Article 11: Membership in the EFCL

11.1 The League retains its membership in the Edmonton Federation of Community Leagues and abides by the EFCL Code of Ethics in its operations.

Article 12: Dissolution

12.1 The League may be voluntarily dissolved by Special Resolution.

12.2 On dissolution, after payment of the debts and liabilities of the League, the remaining assets are dealt with as follows: real property and fixtures pass to the City of Edmonton in accordance with the tripartite license agreement among the League, the EFCL, and the City of Edmonton; and the remaining cash and liquid assets pass to the Edmonton Federation of Community Leagues, to be held in trust until the League is reactivated or merged. No assets of the League are distributed to any Member.

Adoption

These Bylaws were adopted by Special Resolution of the Members of the Rio Terrace Community League at a General Meeting held on the _____ day of _____, 2026, and replace all previous Bylaws of the League.

As required by the Societies Act (Alberta), this Special Resolution is to be dated and verified by an authorized officer of the League and filed with the Registrar of Corporations, and does not take effect until registered.

President

Date

Secretary

Date